

Deloitte Tax LLP
30 Rockefeller Plaza
New York, NY 10112-0015
Telephone: 212.436.7815
Facsimile: 212.653.5449
Elias Tzavelis

Tax Services Provider

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,¹

Debtors.

)
)
) Chapter 11

)
) Case No. 18-23538 (RDD)

)
) (Jointly Administered)
)

**SECOND MONTHLY FEE STATEMENT OF DELOITTE TAX LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS TAX SERVICES PROVIDER TO THE DEBTORS FOR THE PERIOD
FROM DECEMBER 1, 2018 THROUGH DECEMBER 31, 2018**

Name of Applicant:	Deloitte Tax LLP
Authorized to Provide Services as:	Tax Services Provider to the Debtors
Date of Retention:	Effective <i>Nunc Pro Tunc</i> to October 15, 2018 by Order entered January 17, 2019
Period for which Compensation and Reimbursement is Sought:	December 1, 2018 through December 31, 2018

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Amount of Compensation Sought as Actual, Reasonable, and Necessary: \$724,338.50

80% of Fees Sought: \$579,470.80

Amount of Expense Reimbursement Sought: \$ 10,156.37

Total Amount of Fees and Expense Reimbursement Sought as Actual, Reasonable and Necessary (100%): **\$734,494.87**

20% Holdback Amount: \$144,867.70

PRIOR FEE APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
03/07/19 Dkt. 2771	10/15/2018 – 11/30/2018	\$1,001,528.00	\$28,458.18	\$801,222.40	\$28,458.18

CUMULATIVE TIME SUMMARY BY PROFESSIONAL
For the Period from December 1, 2018 through December 31, 2018

Professional	Level	Rate	Hours	Fees
Bryan, Michael	Partner/Principal	\$975.00	4.0	\$3,900.00
Collins, Bryan	Partner/Principal	\$975.00	71.3	\$69,517.50
Forrest, Jonathan	Partner/Principal	\$975.00	36.2	\$35,295.00
Drigotas, Elizabeth	Partner/Principal	\$975.00	4.4	\$4,290.00
Van Deusen, Mark	Partner/Principal	\$975.00	3.0	\$2,925.00
Hoffman, David	Partner/Principal	\$850.00	7.5	\$6,375.00
Huston, Michael	Partner/Principal	\$850.00	3.2	\$2,720.00
Tarrant, Steve	Partner/Principal	\$850.00	8.6	\$7,310.00
Tzavelis, Elias	Partner/Principal	\$850.00	97.3	\$82,705.00
Yoo, Peter	Partner/Principal	\$850.00	0.9	\$765.00
Sullivan, Brian	Managing Director	\$850.00	14.2	\$12,070.00
Hermanson, Tom	Managing Director	\$850.00	15.7	\$13,345.00
Simulis, Charlie	Managing Director	\$850.00	2.5	\$2,125.00
Broomhead, Nick	Senior Manager	\$725.00	0.4	\$290.00
Omar, Fatin	Senior Manager	\$725.00	10.6	\$7,685.00
Paxton, Michael	Senior Manager	\$725.00	3.8	\$2,755.00
Savage, Tara	Senior Manager	\$725.00	14.5	\$10,512.50
Yanchisin, Helen	Managing Director	\$625.00	0.5	\$312.50
Baily, Brianna	Manager	\$595.00	43.4	\$25,823.00
Butler, Mike	Manager	\$595.00	125.7	\$74,791.50
Corrigan, Kevin	Manager	\$595.00	14.5	\$8,627.50
Espinola, Jonathan	Manager	\$595.00	51.7	\$30,761.50
Fielding, Stephen	Manager	\$595.00	119.8	\$71,281.00
Lowry, Jamie	Manager	\$595.00	3.9	\$2,320.50
Browning, Maria	Senior Consultant	\$450.00	125.3	\$56,385.00
Feldscher, Taylor	Senior Consultant	\$450.00	48.4	\$21,780.00
Harrell, Frank	Senior Consultant	\$450.00	0.4	\$180.00
Ko, Youngbok	Senior Consultant	\$450.00	21.4	\$9,630.00
Malik, Sana	Senior Consultant	\$450.00	47.2	\$21,240.00
Schreiber, Mendy	Senior Consultant	\$450.00	23.7	\$10,665.00
Allegretti, Joe	Consultant	\$325.00	153.3	\$49,822.50
Atwal, Justin	Consultant	\$325.00	57.4	\$18,655.00
Chatten, Colin	Consultant	\$325.00	124.1	\$40,332.50
Elandary, Hannah	Consultant	\$325.00	1.8	\$585.00
Fairchild, Chris	Consultant	\$325.00	51.8	\$16,835.00
Hospodarsky, Sara	Consultant	\$325.00	38.7	\$12,577.50
Kim, Charlie	Consultant	\$325.00	1.3	\$422.50
Rahman, Rahat	Consultant	\$325.00	12.2	\$3,965.00
Snow, Allie	Consultant	\$325.00	2.5	\$812.50
Wrobel, Alex	Senior Consultant	\$210.00	3.5	\$735.00
Boyle, Connor	Consultant	\$185.00	37.7	\$6,974.50
Professional Subtotal :			1,408.3	\$750,099.50
Adjustment				
50% Non-Working Travel				(\$25,761.00)
Adjustment Subtotal :				(\$25,761.00)
Total	Blended Rate:	\$513.67	1,408.3	\$724,338.50

CUMULATIVE FEES BY CATEGORY SUMMARY
For the Period from December 1, 2018 through December 31, 2018

Categories	Hours	Fees
Employment Tax	5.2	\$4,920.00
Engagement Procedures	8.4	\$3,005.00
Firm Retention	2.0	\$1,700.00
Non-Working Travel	83.8	\$51,522.00
Tax Restructuring Services	1,267.2	\$680,930.50
Tax Transaction Services	41.7	\$8,022.00
Fee's Category Subtotal :	1,408.3	\$750,099.50

Adjustment		
50% Non-Working Travel Reduction		(\$25,761.00)
Adjustment Subtotal :		(\$25,761.00)
Total	1,408.3	\$724,338.50

CUMULATIVE EXPENSES BY CATEGORY SUMMARY
For the Period from December 1, 2018 through December 31, 2018

Expense Categories	Total Expenses for the Period
Airfare	\$2,662.34
Hotel	\$3,549.97
Transportation	\$2,587.18
Meals	\$1,312.90
Internet Access While Traveling	\$43.98
Expense Category Subtotal :	\$10,156.37

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Employment Tax</i>				
12/12/2018				
Drigotas, Elizabeth	Discuss CEO payroll tax issues with T. Hermanson (Deloitte).	\$975.00	0.4	\$390.00
Hermanson, Tom	Discuss CEO payroll tax issues with E. Drigotas (Deloitte).	\$850.00	0.4	\$340.00
12/13/2018				
Drigotas, Elizabeth	Discuss with P. Wessel (Weil Gotschal) employment tax requirements.	\$975.00	1.6	\$1,560.00
12/14/2018				
Broomhead, Nick	Discuss CEO payroll tax issues with E. Drigotas (Deloitte).	\$725.00	0.4	\$290.00
Drigotas, Elizabeth	Discuss CEO payroll tax issues with N. Broomhead (Deloitte).	\$975.00	0.4	\$390.00
12/19/2018				
Drigotas, Elizabeth	Review employment tax obligations with P. Wessel (Weil Gotschal).	\$975.00	2.0	\$1,950.00
Subtotal for Employment Tax:			5.2	\$4,920.00

Engagement Procedures

12/14/2018				
Chatten, Colin	Prepare access letters for Houlihan Lokey.	\$325.00	0.7	\$227.50
12/19/2018				
Chatten, Colin	Prepare access letters for Pricewaterhouse Coopers.	\$325.00	0.8	\$260.00
Chatten, Colin	Update access letters for Houlihan Lokey.	\$325.00	0.8	\$260.00
12/21/2018				
Browning, Maria	Update access letters for advisors' execution.	\$450.00	0.9	\$405.00
Chatten, Colin	Revise access letters for Cleary Gottlieb Steen & Hamilton.	\$325.00	1.2	\$390.00
12/24/2018				
Browning, Maria	Update access letters for ESL advisors.	\$450.00	1.3	\$585.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
------	-------------	------	-------	------

Engagement Procedures

12/31/2018

Chatten, Colin	Prepare access letters for Cleary Gottlieb Steen & Hamilton.	\$325.00	2.7	\$877.50
----------------	---	----------	-----	----------

Subtotal for Engagement Procedures:			8.4	\$3,005.00
-------------------------------------	--	--	-----	------------

Firm Retention

12/06/2018

Hermanson, Tom	Review Deloitte Tax Declaration to be filed with the court.	\$850.00	1.5	\$1,275.00
----------------	--	----------	-----	------------

Hermanson, Tom	Discuss Deloitte Tax Declaration with M. Rothchild (Deloitte).	\$850.00	0.5	\$425.00
----------------	---	----------	-----	----------

Subtotal for Firm Retention:			2.0	\$1,700.00
------------------------------	--	--	-----	------------

Non-Working Travel

12/02/2018

Baily, Brianna	Travel from Newark, NJ to Chicago, IL.	\$595.00	2.8	\$1,666.00
----------------	--	----------	-----	------------

Browning, Maria	Travel from New York, NY to Hoffman Estates, IL.	\$450.00	3.5	\$1,575.00
-----------------	---	----------	-----	------------

Chatten, Colin	Travel from Hoboken, NJ to Hoffman Estates, IL	\$325.00	3.6	\$1,170.00
----------------	---	----------	-----	------------

Collins, Bryan	Travel from Washington, DC to Chicago, IL	\$975.00	4.6	\$4,485.00
----------------	--	----------	-----	------------

Tzavelis, Elias	Travel from New York, NY to Hoffman Estates, IL.	\$850.00	3.0	\$2,550.00
-----------------	---	----------	-----	------------

12/03/2018

Allegretti, Joe	Travel from Chicago, IL to Hoffman Estates, IL back to Chicago, IL.	\$325.00	2.5	\$812.50
-----------------	--	----------	-----	----------

Butler, Mike	Travel from Chicago, IL to Hoffman Estates, IL.	\$595.00	1.3	\$773.50
--------------	--	----------	-----	----------

Butler, Mike	Travel to Hoffman Estates, IL from Chicago, IL.	\$595.00	0.8	\$476.00
--------------	--	----------	-----	----------

Fielding, Stephen	Travel from Hoboken, NJ to Hoffman Estates, IL.	\$595.00	5.9	\$3,510.50
-------------------	--	----------	-----	------------

Forrest, Jonathan	Travel from Chicago, IL to Washington, DC	\$975.00	2.9	\$2,827.50
-------------------	--	----------	-----	------------

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Non-Working Travel</i>				
12/03/2018				
Forrest, Jonathan	Travel from Washington, DC to Chicago, IL	\$975.00	2.9	\$2,827.50
12/04/2018				
Baily, Brianna	Travel from Chicago, IL to Newark, NJ.	\$595.00	4.9	\$2,915.50
Browning, Maria	Travel from Hoffman Estates, IL to New York, NY.	\$450.00	3.5	\$1,575.00
Chatten, Colin	Travel from Hoffman Estates, IL to Hoboken, NJ	\$325.00	5.9	\$1,917.50
12/05/2018				
Fielding, Stephen	Travel from Hoffman Estates, IL, to Hoboken, NJ	\$595.00	3.8	\$2,261.00
12/09/2018				
Allegretti, Joe	Travel from Chicago, IL to New York, experiencing travel delays.	\$325.00	3.0	\$975.00
Allegretti, Joe	Travel from Chicago, IL to New York, experiencing travel delays.	\$325.00	2.5	\$812.50
Butler, Mike	Travel from Chicago, IL to New York, NY	\$595.00	3.4	\$2,023.00
12/11/2018				
Allegretti, Joe	Travel from New York, IL to Chicago, IL.	\$325.00	3.0	\$975.00
Allegretti, Joe	Travel from New York, IL to Chicago, IL.	\$325.00	3.0	\$975.00
Butler, Mike	Travel from New York, NY to Chicago, IL	\$595.00	3.7	\$2,201.50
12/13/2018				
Collins, Bryan	Travel from Washington, DC to Chicago, IL	\$975.00	2.8	\$2,730.00
12/14/2018				
Collins, Bryan	Travel from Chicago, IL to Washington, DC	\$975.00	4.5	\$4,387.50
Tzavelis, Elias	Travel from Hoffman Estates, IL to New York, NY.	\$850.00	3.0	\$2,550.00
Tzavelis, Elias	Travel from New York, NY to Hoffman Estates, IL.	\$850.00	3.0	\$2,550.00
Subtotal for Non-Working Travel:			83.8	\$51,522.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/01/2018				
Allegretti, Joe	Update tax attribute reduction model.	\$325.00	0.2	\$65.00
12/02/2018				
Browning, Maria	Update debt terms analysis.	\$450.00	2.1	\$945.00
Chatten, Colin	Research tax implications of section 368(a)(1)(G) reorganization.	\$325.00	3.2	\$1,040.00
Hospodarsky, Sara	Input Kmart 2004 tax return information into the Earn2 for Sears Stock Basis study.	\$325.00	2.9	\$942.50
Hospodarsky, Sara	Input Kmart 2003 tax return information into the Earn2 for Sears Stock Basis study.	\$325.00	1.1	\$357.50
12/03/2018				
Allegretti, Joe	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, and C. Chatten (all Deloitte) planning revisions to tax attribute reduction estimates.	\$325.00	3.0	\$975.00
Allegretti, Joe	Update the organizational chart located in the tax attribute reduction model.	\$325.00	0.4	\$130.00
Allegretti, Joe	Meeting with E. Tzavelis, B. Collins, J. Forrest, T. Hermanson, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$325.00	1.8	\$585.00
Allegretti, Joe	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$325.00	0.6	\$195.00
Allegretti, Joe	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, and C. Chatten (all Deloitte) and Sears tax team reviewing findings of attribute reduction analysis.	\$325.00	1.7	\$552.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/03/2018				
Allegretti, Joe	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss whether certain debt agreements qualify as a security for reorganization purposes.	\$325.00	0.9	\$292.50
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) and Sears tax team reviewing findings of attribute reduction analysis.	\$595.00	1.7	\$1,011.50
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss whether certain debt agreements qualify as a security for reorganization purposes.	\$595.00	0.9	\$535.50
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) planning revisions to tax attribute reduction estimates.	\$595.00	3.0	\$1,785.00
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) further to discuss tax attribute impact of various emergence scenarios.	\$595.00	0.6	\$357.00
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, J. Forrest, T. Hermanson, S. Fielding, M. Butler, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$595.00	1.8	\$1,071.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, J. Forrest, T. Hermanson, S. Fielding, M. Butler, B. Baily, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$450.00	1.8	\$810.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/03/2018				
Browning, Maria	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) further to discuss tax attribute impact of various emergence scenarios.	\$450.00	0.6	\$270.00
Browning, Maria	Analyze store location information.	\$450.00	2.8	\$1,260.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, J. Allegretti, and C. Chatten (Deloitte) and Sears tax team reviewing findings of attribute reduction analysis.	\$450.00	1.7	\$765.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, J. Allegretti, and C. Chatten (all Deloitte) to discuss whether certain debt agreements qualify as a security for reorganization purposes.	\$450.00	0.9	\$405.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, J. Allegretti, and C. Chatten (all Deloitte) planning revisions to tax attribute reduction estimates.	\$450.00	3.0	\$1,350.00
Butler, Mike	Meeting with E. Tzavelis, B. Collins, J. Forrest, T. Hermanson, S. Fielding, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$595.00	1.8	\$1,071.00
Butler, Mike	Review cancellation of debt income allocation among the various liabilities subject to compromise.	\$595.00	1.2	\$714.00
Butler, Mike	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) and Sears tax team reviewing findings of attribute reduction analysis.	\$595.00	1.7	\$1,011.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/03/2018				
Butler, Mike	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss whether certain debt agreements qualify as a security for reorganization purposes.	\$595.00	0.9	\$535.50
Butler, Mike	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) planning revisions to tax attribute reduction estimates.	\$595.00	3.0	\$1,785.00
Butler, Mike	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$595.00	0.6	\$357.00
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, and J. Allegretti (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$325.00	0.6	\$195.00
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, and J. Allegretti (all Deloitte) and Sears tax team reviewing findings of attribute reduction analysis.	\$325.00	1.7	\$552.50
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, and J. Allegretti (all Deloitte) to discuss whether certain debt agreements qualify as a security for reorganization purposes.	\$325.00	0.9	\$292.50
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, and J. Allegretti (all Deloitte) planning revisions to tax attribute reduction estimates.	\$325.00	3.0	\$975.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/03/2018				
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, J. Forrest, T. Hermanson, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, and J. Allegretti (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$325.00	1.8	\$585.00
Chatten, Colin	Analyze issues raised in prior discussions regarding tax attribute reduction projections.	\$325.00	2.1	\$682.50
Collins, Bryan	Meeting with E. Tzavelis, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chaten (all Deloitte) and Sears tax team reviewing findings of attribute reduction analysis.	\$975.00	1.7	\$1,657.50
Collins, Bryan	Meeting with E. Tzavelis, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chaten (all Deloitte) to discuss whether certain debt agreements qualify as a security for reorganization purposes.	\$975.00	0.9	\$877.50
Collins, Bryan	Meeting with E. Tzavelis, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chaten (all Deloitte) planning revisions to tax attribute reduction estimates.	\$975.00	3.0	\$2,925.00
Collins, Bryan	Meeting with E. Tzavelis, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chaten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$975.00	0.6	\$585.00
Collins, Bryan	Meeting with E. Tzavelis, J. Forrest, T. Hermanson, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chaten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$975.00	1.8	\$1,755.00
Elandary, Hannah	Revise the tax attribution model.	\$325.00	1.8	\$585.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/03/2018				
Espinola, Jonathan	Meeting with C. Fairchild (Deloitte) regarding research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Draft outline of research needed for necessary additions to state taxable gain model to estimate state income tax on potential emergence transactions.	\$595.00	1.0	\$595.00
Espinola, Jonathan	Call with M. Paxton (Deloitte) regarding research needed to build out state income model.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Prepare research template for conformity to IRC 172(a)(2) and 168 (k).	\$595.00	0.4	\$238.00
Espinola, Jonathan	Call with C. Newport (Deloitte) regarding sales tax research pertaining to potential emergence transaction.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Meeting with F. Harrell (Deloitte) regarding approach to review research pertaining to IRC Section 172(a)(2), bonus depreciation and apportionment.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Meeting with S. Malik (Deloitte) regarding research pertaining to state conformity to IRC Section 172(a)(2) and bonus depreciation.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Analyze additional property listing.	\$595.00	0.4	\$238.00
Fairchild, Chris	Meeting with J. Espinola (Deloitte) regarding research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Arizona research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.1	\$32.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/03/2018				
Fairchild, Chris	Perform Alaska research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.7	\$227.50
Fairchild, Chris	Perform Alabama research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.7	\$227.50
Fielding, Stephen	Meeting with E. Tzavelis, B. Collins, J. Forrest, T. Hermanson, M. Butler, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$595.00	1.8	\$1,071.00
Fielding, Stephen	Meeting with E. Tzavelis, B. Collins, J. Forrest, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) and Sears tax team reviewing findings of attribute reduction analysis.	\$595.00	1.7	\$1,011.50
Fielding, Stephen	Meeting with E. Tzavelis, B. Collins, J. Forrest, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss whether certain debt agreements qualify as a security for reorganization purposes.	\$595.00	0.9	\$535.50
Fielding, Stephen	Meeting with E. Tzavelis, B. Collins, J. Forrest, M. Butler, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$595.00	0.6	\$357.00
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$975.00	0.6	\$585.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/03/2018				
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, T. Hermanson, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$975.00	1.8	\$1,755.00
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) and Sears tax team reviewing findings of attribute reduction analysis.	\$975.00	1.7	\$1,657.50
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss whether certain debt agreements qualify as a security for reorganization purposes.	\$975.00	0.9	\$877.50
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) planning revisions to tax attribute reduction estimates.	\$975.00	3.0	\$2,925.00
Harrell, Frank	Meeting with J. Espinola (Deloitte) regarding approach to review research pertaining to IRC Section 172(a)(2), bonus depreciation and apportionment.	\$450.00	0.4	\$180.00
Hermanson, Tom	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$850.00	1.8	\$1,530.00
Hermanson, Tom	Review files for information or workpapers on specific ESL transactions.	\$850.00	3.0	\$2,550.00
Hospodarsky, Sara	Input Kmart 2004 tax return information for Sears Stock Basis study.	\$325.00	0.8	\$260.00
Lowry, Jamie	Review cash issuance exception IRC regulations.	\$595.00	1.9	\$1,130.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/03/2018				
Malik, Sana	Meeting with J. Espinola (Deloitte) regarding research pertaining to state conformity to IRC Section 172(a)(2) and bonus depreciation.	\$450.00	0.4	\$180.00
Omar, Fatin	Prepare transfer tax analysis.	\$725.00	0.3	\$217.50
Paxton, Michael	Update state gain model.	\$725.00	0.7	\$507.50
Savage, Tara	Review 382 model.	\$725.00	2.1	\$1,522.50
Schreiber, Mendy	Meeting with E. Tzavelis, B. Collins, J. Forrest, T. Hermanson, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$450.00	1.8	\$810.00
Schreiber, Mendy	Research characterizations of Sears G reorganization.	\$450.00	2.0	\$900.00
Schreiber, Mendy	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) further to discuss tax attribute impact of various emergence scenarios.	\$450.00	0.6	\$270.00
Tzavelis, Elias	Meeting with B. Collins, J. Forrest, T. Hermanson, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$850.00	1.8	\$1,530.00
Tzavelis, Elias	Meeting with B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss whether certain debt agreements qualify as a security for reorganization purposes.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Meeting with B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) planning revisions to tax attribute reduction estimates.	\$850.00	3.0	\$2,550.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/03/2018				
Tzavelis, Elias	Meeting with B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) and Sears tax team reviewing findings of attribute reduction analysis.	\$850.00	1.7	\$1,445.00
Tzavelis, Elias	Meeting with B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) further to discuss tax attribute impact of various emergence scenarios.	\$850.00	0.6	\$510.00
12/04/2018				
Allegretti, Joe	Discuss with M. Butler (Deloitte) the updates to the tax attribute reduction model.	\$325.00	0.8	\$260.00
Allegretti, Joe	Update tax attribute reduction model before addressing some of the scenarios.	\$325.00	0.9	\$292.50
Allegretti, Joe	Meeting with M. Butler and S. Fielding (both Deloitte) to work on the tax attribute reduction model.	\$325.00	8.6	\$2,795.00
Allegretti, Joe	Call with M. Butler, S. Fielding, E. Tzavelis, C. Chatten, B. Collins, and M. Browning (all Deloitte) to discuss the individual store balance sheets.	\$325.00	0.2	\$65.00
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	2.6	\$845.00
Atwal, Justin	Continue to input tax data for Sears basis study.	\$325.00	1.9	\$617.50
Baily, Brianna	Meeting with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) to discuss potential transactions.	\$595.00	1.7	\$1,011.50
Baily, Brianna	Call with E. Tzavelis, B. Collins, T. Hermanson, M. Browning, and C. Chatten (all Deloitte) to discuss status and timing of certain information requested from Sears.	\$595.00	0.5	\$297.50
Baily, Brianna	Create slide depicting ownership of Sears Holdings, Lands' End, and Seritage REIT.	\$595.00	1.1	\$654.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/04/2018				
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, M. Browning, C. Chatten, M. Lew (all Deloitte), and Sears tax team to discuss intercompany balances.	\$595.00	0.6	\$357.00
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, M. Browning, C. Chatten, and M. Lew (all Deloitte) to discuss intercompany balances.	\$595.00	1.0	\$595.00
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, M. Browning, and C. Chatten (all Deloitte) to discuss intercompany balances, tax attributes, and potential transactions.	\$595.00	3.5	\$2,082.50
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, M. Browning, and C. Chatten (all Deloitte) further to discuss real estate investment trust (REIT) implications of prior transactions.	\$595.00	1.1	\$654.50
Baily, Brianna	Call with E. Tzavelis, B. Collins, M. Van Deusen, M. Browning, and C. Chatten (all Deloitte) to discuss REIT implications of prior transactions.	\$595.00	0.5	\$297.50
Browning, Maria	Meeting with E. Tzavelis, B. Collins, B. Baily, C. Chatten, M. Lew (all Deloitte), and Sears tax team to discuss intercompany balances.	\$450.00	0.6	\$270.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, B. Baily, C. Chatten, and M. Lew (all Deloitte) to discuss intercompany balances.	\$450.00	1.0	\$450.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, B. Baily, and C. Chatten (all Deloitte) to discuss intercompany balances.	\$450.00	1.7	\$765.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, B. Baily, and C. Chatten (all Deloitte) to discuss REIT implications of prior transactions.	\$450.00	1.1	\$495.00
Browning, Maria	Meeting with E. Tzavelis, B. Baily, and C. Chatten (all Deloitte) to discuss potential transactions.	\$450.00	1.7	\$765.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/04/2018				
Browning, Maria	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, C. Chatten, and B. Collins (all Deloitte) to discuss the individual store balance sheets.	\$450.00	0.2	\$90.00
Browning, Maria	Call with E. Tzavelis, B. Collins, T. Hermanson, B. Baily, and C. Chatten (all Deloitte) to discuss status and timing of certain information requested from Sears.	\$450.00	0.5	\$225.00
Browning, Maria	Call with E. Tzavelis, B. Collins, M. Van Deusen, B. Baily, and C. Chatten (all Deloitte) to discuss REIT implications of prior transactions.	\$450.00	0.5	\$225.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, B. Baily, and C. Chatten (all Deloitte) to discuss tax attributes and potential transactions.	\$450.00	1.8	\$810.00
Butler, Mike	Meeting with J. Allegretti, and S. Fielding (both Deloitte) to work on the tax attribute reduction model.	\$595.00	8.6	\$5,117.00
Butler, Mike	Discuss with J. Allegretti (Deloitte) the updates to the tax attribute reduction model.	\$595.00	0.8	\$476.00
Butler, Mike	Call with J. Allegretti, S. Fielding, E. Tzavelis, C. Chatten, B. Collins, and M. Browning (all Deloitte) to discuss the individual store balance sheets.	\$595.00	0.2	\$119.00
Chatten, Colin	Meeting with E. Tzavelis, B. Baily, and M. Browning (all Deloitte) to discuss potential transactions.	\$325.00	1.7	\$552.50
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, B. Baily, and M. Browning (all Deloitte) to discuss intercompany balances.	\$325.00	1.7	\$552.50
Chatten, Colin	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, and M. Browning (all Deloitte) to discuss the individual store balance sheets.	\$325.00	0.2	\$65.00
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, B. Baily, and M. Browning (all Deloitte) to discuss tax attributes and potential transactions.	\$325.00	1.8	\$585.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/04/2018				
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, B. Baily, and M. Browning (all Deloitte) to discuss REIT implications of prior transactions.	\$325.00	1.1	\$357.50
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, B. Baily, M. Browning, M. Lew (all Deloitte), and Sears tax team to discuss intercompany balances.	\$325.00	0.6	\$195.00
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, B. Baily, M. Browning, and M. Lew (all Deloitte) to discuss intercompany balances.	\$325.00	1.0	\$325.00
Chatten, Colin	Call with E. Tzavelis, B. Collins, M. Van Deusen, B. Baily, and M. Browning (all Deloitte) to discuss REIT implications of prior transactions.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with E. Tzavelis, B. Collins, T. Hermanson, B. Baily, and M. Browning (all Deloitte) to discuss status and timing of certain information requested from Sears.	\$325.00	0.5	\$162.50
Collins, Bryan	Meeting with E. Tzavelis, B. Baily, M. Browning, and C. Chaten (all Deloitte) to discuss intercompany balances.	\$975.00	1.7	\$1,657.50
Collins, Bryan	Meeting with E. Tzavelis, B. Baily, M. Browning, and C. Chaten (all Deloitte) to discuss tax attributes and potential transactions.	\$975.00	1.8	\$1,755.00
Collins, Bryan	Meeting with E. Tzavelis, B. Baily, M. Browning, and C. Chaten (all Deloitte) to discuss REIT implications of prior transactions.	\$975.00	1.1	\$1,072.50
Collins, Bryan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, C. Chaten, and M. Browning (all Deloitte) to discuss the individual store balance sheets.	\$975.00	0.2	\$195.00
Collins, Bryan	Meeting with E. Tzavelis, B. Baily, M. Browning, C. Chaten, and M. Lew (all Deloitte) to discuss intercompany balances.	\$975.00	1.0	\$975.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/04/2018				
Collins, Bryan	Call with E. Tzavelis, M. Van Deusen, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss REIT implications of prior transactions.	\$975.00	0.5	\$487.50
Collins, Bryan	Call with E. Tzavelis, T. Hermanson, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss status and timing of certain information requested from Sears.	\$975.00	0.5	\$487.50
Collins, Bryan	Meeting with E. Tzavelis, B. Baily, M. Browning, C. Chatten, M. Lew (all Deloitte), and Sears tax team to discuss intercompany balances.	\$975.00	0.6	\$585.00
Collins, Bryan	Meeting with E. Tzavelis, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss intercompany balances, tax attributes, and potential transactions.	\$975.00	3.5	\$3,412.50
Espinola, Jonathan	Meeting with R. Rahman (Deloitte) regarding apportionment research for state income tax gain model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Meeting with Y. Ko (Deloitte) regarding state transfer tax updates.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Meeting with C. Fairchild (Deloitte) regarding apportionment research for state tax gain model.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Draft e-mail to F. Omar (Deloitte) regarding additional property information provided by Sears.	\$595.00	0.2	\$119.00
Fairchild, Chris	Perform Colorado research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Florida research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/04/2018				
Fairchild, Chris	Perform Georgia research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Meeting with J. Espinola (Deloitte) regarding apportionment for state tax gain.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform Arizona research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.6	\$195.00
Fairchild, Chris	Perform California research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Arkansas research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.8	\$260.00
Fairchild, Chris	Perform Connecticut research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	1.0	\$325.00
Fairchild, Chris	Perform District of Columbia research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.6	\$195.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Alabama.	\$450.00	0.8	\$360.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Arizona.	\$450.00	0.5	\$225.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/04/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Arkansas.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in California.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Colorado.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Connecticut.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in District of Columbia.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Call to discuss methodology for sales tax estimate in emergence transaction with C. Newport (Deloitte).	\$450.00	0.3	\$135.00
Fielding, Stephen	Meeting with J. Allegretti and M. Butler (both Deloitte) to work on the tax attribute reduction model.	\$595.00	8.6	\$5,117.00
Forrest, Jonathan	Review issues related to Seritage REIT and related party rent.	\$975.00	0.7	\$682.50
Hermanson, Tom	Call with E. Tzavelis, B. Collins, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss status and timing of certain information requested from Sears.	\$850.00	0.5	\$425.00
Hermanson, Tom	Discussion with J. Berry, L. McDonnell, E. Tzavelis, G. Yauch, M. Berggren, A. Jackson (all Deloitte) regarding status of various services by function (Tax, Advisory, Audit).	\$850.00	0.5	\$425.00
Ko, Youngbok	Meeting with J. Espinola (Deloitte) regarding state transfer tax updates.	\$450.00	0.3	\$135.00
Omar, Fatin	Prepare transfer tax analysis.	\$725.00	0.3	\$217.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/04/2018				
Savage, Tara	Prepare updated background section in memo between Sears, Roebuck & Co and Kmart Holdings and the impact the merger had on the owner shifts and 382 model.	\$725.00	1.9	\$1,377.50
Tzavelis, Elias	Meeting with B. Collins, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss tax attributes and potential transactions.	\$850.00	1.8	\$1,530.00
Tzavelis, Elias	Meeting with B. Collins, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss REIT implications of prior transactions.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Call with B. Collins, M. Van Deusen, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss REIT implications of prior transactions.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with B. Collins, T. Hermanson, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss status and timing of certain information requested from Sears.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Review tax attribute reduction model and provide comments.	\$850.00	3.5	\$2,975.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, C. Chatten, B. Collins, and M. Browning (all Deloitte) to discuss the individual store balance sheets.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Meeting with B. Collins, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss intercompany balances.	\$850.00	1.7	\$1,445.00
Tzavelis, Elias	Meeting with B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss potential transactions.	\$850.00	1.7	\$1,445.00
Tzavelis, Elias	Meeting with B. Collins, B. Baily, M. Browning, C. Chatten, M. Lew (all Deloitte), and Sears tax team to discuss intercompany balances.	\$850.00	0.6	\$510.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/04/2018				
Tzavelis, Elias	Meeting with B. Collins, B. Baily, M. Browning, C. Chatten, and M. Lew (all Deloitte) to discuss intercompany balances.	\$850.00	1.0	\$850.00
Van Deusen, Mark	Call with E. Tzavelis, B. Collins, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss REIT implications of prior transactions.	\$975.00	0.5	\$487.50
12/05/2018				
Allegretti, Joe	Update the tax attribute reduction model.	\$325.00	1.5	\$487.50
Allegretti, Joe	Work with M. Butler (Deloitte) on preparing the tax attribute model inputs and outputs for the deliverable.	\$325.00	1.1	\$357.50
Allegretti, Joe	Work with M. Butler (Deloitte) on updating the tax attribute reduction model.	\$325.00	3.0	\$975.00
Allegretti, Joe	Call with S. Fielding, M. Butler and C. Chatten (all Deloitte) to discuss legal entity balance sheet.	\$325.00	0.1	\$32.50
Allegretti, Joe	Call with M. Butler, S. Fielding and E. Tzavelis (all Deloitte) to discuss the tax attribute reduction model and the corresponding deliverables.	\$325.00	0.6	\$195.00
Allegretti, Joe	Discuss with M. Butler and S. Fielding (both Deloitte) the tax attribute reduction model and the corresponding deliverable.	\$325.00	1.2	\$390.00
Allegretti, Joe	Discuss with S. Fielding (Deloitte) the next steps within the tax attribute reduction model along with how to move forward with the consolidated book balance sheets.	\$325.00	0.6	\$195.00
Atwal, Justin	Continue to input tax data for Sears basis study.	\$325.00	2.6	\$845.00
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	5.4	\$1,755.00
Butler, Mike	Discuss with J. Allegretti and S. Fielding (both Deloitte) the tax attribute reduction model and the corresponding deliverable.	\$595.00	1.2	\$714.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/05/2018				
Butler, Mike	Call with J. Allegretti, S. Fielding and E. Tzavelis (all Deloitte) to discuss the tax attribute reduction model and the corresponding deliverables.	\$595.00	0.6	\$357.00
Butler, Mike	Review taxable asset sale scenario in the tax model.	\$595.00	1.2	\$714.00
Butler, Mike	Call with S. Fielding, J. Allegretti, and C. Chatten (all Deloitte) to discuss legal entity balance sheet.	\$595.00	0.1	\$59.50
Butler, Mike	Work with J. Allegretti (Deloitte) on preparing the tax attribute model inputs and outputs for the deliverable.	\$595.00	1.1	\$654.50
Butler, Mike	Work with J. Allegretti (Deloitte) on updating the tax attribute reduction model.	\$595.00	3.0	\$1,785.00
Chatten, Colin	Call with S. Fielding, M. Butler, and J. Allegretti (all Deloitte) to discuss legal entity balance sheet.	\$325.00	0.1	\$32.50
Chatten, Colin	Compile and organize GAAP-basis balance sheet by legal entity to estimate tax basis in stores by legal entity.	\$325.00	4.1	\$1,332.50
Espinola, Jonathan	Call with Y. Ko (Deloitte) regarding real estate transfer tax analysis and approach to updating same with fair market value information.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research apportionment of gain on potential emergence transaction.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Analyze fair market value information to be included in real estate transfer tax analysis.	\$595.00	0.4	\$238.00
Fairchild, Chris	Perform New Mexico research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
------	-------------	------	-------	------

Tax Restructuring Services

12/05/2018

Fairchild, Chris	Perform Maryland research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform New Hampshire research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform New Jersey research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Louisiana research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Michigan research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Massachusetts research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Hawaii research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Idaho research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/05/2018				
Fairchild, Chris	Perform Illinois research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Indiana research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Nebraska research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform Minnesota research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Mississippi research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Missouri research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform Montana research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform Kansas research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/05/2018				
Fairchild, Chris	Perform Kentucky research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Maine research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Louisiana.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Maine.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Kansas.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Kentucky.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Maryland.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Massachusetts.	\$450.00	0.8	\$360.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Georgia.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Hawaii.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Idaho.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Illinois.	\$450.00	0.5	\$225.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/05/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Indiana.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Iowa.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Florida.	\$450.00	0.7	\$315.00
Fielding, Stephen	Call with M. Butler, J. Allegretti, and C. Chatten (all Deloitte) to discuss legal entity balance sheet.	\$595.00	0.1	\$59.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, and E. Tzavelis (all Deloitte) to discuss the tax attribute reduction model and the corresponding deliverables.	\$595.00	0.6	\$357.00
Fielding, Stephen	Discuss with J. Allegretti (Deloitte) the next steps within the tax attribute reduction model along with how to move forward with the consolidated book balance sheets.	\$595.00	0.6	\$357.00
Fielding, Stephen	Discuss with J. Allegretti and M. Butler (both Deloitte) the tax attribute reduction model and the corresponding deliverable.	\$595.00	1.2	\$714.00
Hermanson, Tom	Review files regarding ESL transactions.	\$850.00	2.5	\$2,125.00
Hermanson, Tom	Review impairment charge tax benefit calculation.	\$850.00	1.0	\$850.00
Hospodarsky, Sara	Input tax data for Sears Stock Basis study.	\$325.00	2.3	\$747.50
Hospodarsky, Sara	Continue to input tax data for Sears Stock Basis study.	\$325.00	2.2	\$715.00
Ko, Youngbok	Call with J. Espinola (Deloitte) regarding real estate transfer tax analysis and approach to updating same with fair market value information.	\$450.00	0.5	\$225.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/05/2018				
Lowry, Jamie	Compare updated model with client analysis for shift percentages at major transaction dates.	\$595.00	1.6	\$952.00
Malik, Sana	Update NOL research for Alabama.	\$450.00	1.0	\$450.00
Omar, Fatin	Prepare transfer tax analysis.	\$725.00	0.5	\$362.50
Rahman, Rahat	Research Oregon property sales 338 gain inclusion/exclusion.	\$325.00	0.5	\$162.50
Rahman, Rahat	Research Oklahoma property sales 338 gain inclusion/exclusion.	\$325.00	0.5	\$162.50
Rahman, Rahat	Research North Carolina property sales 338 gain inclusion/exclusion.	\$325.00	0.5	\$162.50
Rahman, Rahat	Research North Dakota property sales 338 gain inclusion/exclusion.	\$325.00	0.5	\$162.50
Rahman, Rahat	Research New York property sales 338 gain inclusion/exclusion.	\$325.00	0.5	\$162.50
Rahman, Rahat	Research New York City property sales 338 gain inclusion/exclusion.	\$325.00	0.5	\$162.50
Rahman, Rahat	Research Tennessee property sales 338 gain inclusion/exclusion.	\$325.00	0.4	\$130.00
Rahman, Rahat	Research Virginia property sales 338 gain inclusion/exclusion.	\$325.00	0.5	\$162.50
Rahman, Rahat	Research Vermont property sales 338 gain inclusion/exclusion.	\$325.00	0.4	\$130.00
Rahman, Rahat	Research Wisconsin property sales 338 gain inclusion/exclusion.	\$325.00	0.5	\$162.50
Rahman, Rahat	Research West Virginia property sales 338 gain inclusion/exclusion.	\$325.00	0.3	\$97.50
Rahman, Rahat	Research Texas property sales 338 gain inclusion/exclusion.	\$325.00	0.6	\$195.00
Rahman, Rahat	Research South Carolina property sales 338 gain inclusion/exclusion.	\$325.00	0.4	\$130.00
Rahman, Rahat	Research Utah property sales 338 gain inclusion/exclusion.	\$325.00	0.4	\$130.00
Rahman, Rahat	Research Pennsylvania property sales 338 gain inclusion/exclusion.	\$325.00	0.4	\$130.00
Rahman, Rahat	Research Rhode Island property sales 338 gain inclusion/exclusion.	\$325.00	0.5	\$162.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/05/2018				
Savage, Tara	Review and update memo to correspond to changes made on 382 model.	\$725.00	2.0	\$1,450.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler and S. Fielding (all Deloitte) to discuss the tax attribute reduction model and the corresponding deliverables.	\$850.00	0.6	\$510.00
12/06/2018				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss revisions to tax attribute model.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Butler, M. Browning, and C. Chatten (all Deloitte) to discuss tax attribute model.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with M. Butler and S. Fielding (both Deloitte) to discuss the tax attribute reduction model.	\$325.00	0.4	\$130.00
Allegretti, Joe	Update the tax attribute reduction model.	\$325.00	2.8	\$910.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to work through the tax attribute reduction model.	\$325.00	3.0	\$975.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to work through the tax attribute reduction model.	\$325.00	1.8	\$585.00
Allegretti, Joe	Call with E. Tzavelis, B. Collins, S. Fielding, M. Butler, M. Browning, and C. Chatten (all Deloitte) and Sears tax team to discuss outstanding items related to tax basis balance sheet.	\$325.00	0.5	\$162.50
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	5.8	\$1,885.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute model.	\$450.00	1.0	\$450.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M Butler, and J. Allegretti (all Deloitte) to discuss revisions to tax attribute model.	\$450.00	0.3	\$135.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/06/2018				
Browning, Maria	Research emergence transaction structure.	\$450.00	5.8	\$2,610.00
Browning, Maria	Call with E. Tzavelis, B. Collins, S. Fielding, M. Butler, J. Allegretti, and C. Chatten (all Deloitte) and Sears tax team to discuss outstanding items related to tax basis balance sheet.	\$450.00	0.5	\$225.00
Butler, Mike	Call with E. Tzavelis, B. Collins, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) and Sears tax team to discuss outstanding items related to tax basis balance sheet.	\$595.00	0.5	\$297.50
Butler, Mike	Update taxable asset sale scenario in the tax model.	\$595.00	1.0	\$595.00
Butler, Mike	Call with J. Allegretti and S. Fielding (both Deloitte) to discuss the tax attribute reduction model.	\$595.00	0.4	\$238.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to discuss revisions to tax attribute model.	\$595.00	0.3	\$178.50
Butler, Mike	Meeting with J. Allegretti (Deloitte) to work through the tax attribute reduction model.	\$595.00	3.0	\$1,785.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to work through the tax attribute reduction model.	\$595.00	1.8	\$1,071.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, M. Browning, and J. Allegretti (all Deloitte) to discuss tax attribute model.	\$325.00	1.0	\$325.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss revisions to tax attribute model.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with E. Tzavelis, B. Collins, S. Fielding, M. Butler, M. Browning, J. Allegretti, C. Chatten (all Deloitte) and Sears tax team to discuss outstanding items related to tax basis balance sheet.	\$325.00	0.5	\$162.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/06/2018				
Chatten, Colin	Update documentation of store ownership by legal entity in response to new information received from client.	\$325.00	3.4	\$1,105.00
Collins, Bryan	Review ESL filing with respect to its indicative bid and its list of going-forward stores.	\$975.00	1.1	\$1,072.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Butler, M. Browning, J. Allegretti, C. Chatten (all Deloitte) and Sears tax team to discuss outstanding items related to tax basis balance sheet.	\$975.00	0.5	\$487.50
Corrigan, Kevin	Review capital changes for use in tax stock basis calculations..	\$595.00	2.5	\$1,487.50
Corrigan, Kevin	Review of tax return data input into tax stock basis calculations.	\$595.00	2.1	\$1,249.50
Espinola, Jonathan	Call with Y. Ko (Deloitte) regarding transfer tax analysis updates.	\$595.00	0.1	\$59.50
Espinola, Jonathan	Draft e-mail to B. Sullivan and F. Omar (both Deloitte) regarding status of transfer tax analysis and outstanding information.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Draft email to M. Morrie (Sears) regarding missing valuation data and additional questions pertaining to real property list.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real estate transfer tax updates.	\$595.00	0.1	\$59.50
Espinola, Jonathan	Review net operating loss (NOL) research for state income tax model.	\$595.00	0.1	\$59.50
Espinola, Jonathan	Review real estate valuation information compared to real estate transfer tax analysis to identify missing information.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Meeting with C. Fairchild (Deloitte) regarding apportionment research for state income tax model.	\$595.00	0.3	\$178.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/06/2018				
Fairchild, Chris	Perform Alaska research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Arizona research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Hawaii research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Idaho research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Meeting with J. Espinola (Deloitte) regarding apportionment research for state income tax model.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Delaware research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform District of Columbia research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Review research pertaining to apportionment.	\$325.00	0.7	\$227.50
Fairchild, Chris	Perform Louisiana research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/06/2018				
Fairchild, Chris	Perform Maine research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform Colorado research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Connecticut research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Florida research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Georgia research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Missouri research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Montana research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Illinois research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/06/2018				
Fairchild, Chris	Perform Indiana research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Kansas research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Kentucky research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform California research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Alabama research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Maryland research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform Massachusetts research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform Minnesota research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/06/2018				
Fairchild, Chris	Perform Mississippi research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform Arkansas research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Michigan research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform Nebraska research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform New Hampshire research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform New Jersey research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform New Mexico research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Minnesota.	\$450.00	0.7	\$315.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New York.	\$450.00	0.8	\$360.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/06/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Mississippi.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Missouri.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Nebraska.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Nevada.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New Jersey.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New Mexico.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in North Carolina.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in North Dakota.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Ohio.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Oklahoma.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Rhode Island.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in South Carolina.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in South Dakota.	\$450.00	0.3	\$135.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/06/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Tennessee.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Utah.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Vermont.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in West Virginia.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Michigan.	\$450.00	0.5	\$225.00
Fielding, Stephen	Call with E. Tzavelis, M. Butler, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute model.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with J. Allegretti and M. Butler (both Deloitte) to discuss the tax attribute reduction model.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, M. Butler, M. Browning, J. Allegretti, C. Chatten (all Deloitte) and Sears tax team to discuss outstanding items related to tax basis balance sheet.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss revisions to tax attribute model.	\$595.00	0.3	\$178.50
Forrest, Jonathan	Review current year projected NOL allocation and consider impact on basis.	\$975.00	0.6	\$585.00
Forrest, Jonathan	Review updated creditor bid as part of restructuring.	\$975.00	0.8	\$780.00
Hoffman, David	Review correspondence regarding ESL bid terms.	\$850.00	0.8	\$680.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/06/2018				
Hospodarsky, Sara	Review Sears Roebuck tax data to see if a specific entity was included in past years Sears Stock Basis study.	\$325.00	0.3	\$97.50
Ko, Youngbok	Call with J. Espinola (Deloitte) regarding transfer tax analysis updates.	\$450.00	0.1	\$45.00
Ko, Youngbok	Meeting with J. Espinola (Deloitte) regarding real estate transfer tax analysis updates and missing value information.	\$450.00	0.5	\$225.00
Ko, Youngbok	Update real estate transfer tax analysis for Florida state.	\$450.00	2.9	\$1,305.00
Ko, Youngbok	Update real estate transfer tax analysis for Arizona state.	\$450.00	2.9	\$1,305.00
Malik, Sana	Research whether Arkansas conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether California conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Alaska conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Alabama conforms to IRC Section 172(a)(2) NOL 80% deduction.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Arizona conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Omar, Fatin	Review transfer tax analysis.	\$725.00	1.5	\$1,087.50
Rahman, Rahat	Research New York City property sales 338 gain inclusion/exclusion.	\$325.00	0.3	\$97.50
Rahman, Rahat	Research North Carolina property sales 338 gain inclusion/exclusion.	\$325.00	0.3	\$97.50
Rahman, Rahat	Research New York property sales 338 gain inclusion/exclusion.	\$325.00	0.3	\$97.50
Savage, Tara	Research tax data by ESL Partners to assess whether transactions from 2003 to 2018 were reflected.	\$725.00	1.5	\$1,087.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/06/2018				
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss revisions to tax attribute model.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with S. Fielding, M. Butler, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute model.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with B. Collins, S. Fielding, M. Butler, M. Browning, J. Allegretti, C. Chatten (all Deloitte) and Sears tax team to discuss outstanding items related to tax basis balance sheet.	\$850.00	0.5	\$425.00
12/07/2018				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler C. Simulis, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$325.00	1.5	\$487.50
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss updates to the tax attribute reduction model.	\$325.00	0.9	\$292.50
Allegretti, Joe	Update the tax attribute reduction model.	\$325.00	4.4	\$1,430.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, C. Simulis and M. Butler (all Deloitte) to discuss latest tax attribute reduction model.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) planning further revisions to tax attribute model.	\$325.00	0.4	\$130.00
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	6.0	\$1,950.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, C. Simulis, B. Collins, J. Forrest, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$595.00	1.5	\$892.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/07/2018				
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, C. Simulis, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$450.00	1.5	\$675.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) planning further revisions to tax attribute model.	\$450.00	0.4	\$180.00
Browning, Maria	Call with E. Tzavelis, B. Collins, J. Forrest, and S. Fielding (all Deloitte) recapping weekly advisor call.	\$450.00	0.4	\$180.00
Browning, Maria	Call with S. Fielding and J. Espinola (both Deloitte) to discuss store locations.	\$450.00	0.2	\$90.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, C. Simulis, M. Butler, and J. Allegretti (all Deloitte) to discuss latest tax attribute reduction model.	\$450.00	1.0	\$450.00
Browning, Maria	Weekly advisor status call with E. Tzavelis, J. Forrest, B. Collins, T. Hermanson, S. Fielding (all Deloitte), FTI tax team, Weil tax team, and Akin Gump tax team.	\$450.00	0.6	\$270.00
Browning, Maria	Meeting with E. Tzavelis and S. Fielding (both Deloitte) to discuss transaction structure.	\$450.00	1.0	\$450.00
Butler, Mike	Review taxable asset sale in the tax model.	\$595.00	2.8	\$1,666.00
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss updates to the tax attribute reduction model.	\$595.00	0.9	\$535.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, C. Simulis, and J. Allegretti (all Deloitte) to discuss latest tax attribute reduction model.	\$595.00	1.0	\$595.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/07/2018				
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, C. Simulis, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$595.00	1.5	\$892.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) planning further revisions to tax attribute model.	\$595.00	0.4	\$238.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Simulis, M. Butler, and J. Allegretti (all Deloitte) to discuss latest tax attribute reduction model.	\$325.00	1.0	\$325.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, C. Simulis, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$325.00	1.5	\$487.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) planning further revisions to tax attribute model.	\$325.00	0.4	\$130.00
Chatten, Colin	Revise schedule of store ownership by legal entity.	\$325.00	1.9	\$617.50
Chatten, Colin	Revise schedule of interest income/expense by legal entity.	\$325.00	1.3	\$422.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, C. Simulis, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$975.00	1.5	\$1,462.50
Collins, Bryan	Call with E. Tzavelis, J. Forrest, S. Fielding, and M. Browning (all Deloitte) recapping weekly advisor call.	\$975.00	0.4	\$390.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/07/2018				
Collins, Bryan	Weekly advisor status call with E. Tzavelis, J. Forrest, T. Hermanson, S. Fielding, M. Browning (all Deloitte), FTI tax team, Weil tax team, and Akin Gump tax team.	\$975.00	0.6	\$585.00
Collins, Bryan	Review of ESL 363 sale proposal and consider tax issues with qualification as G reorganizations.	\$975.00	1.3	\$1,267.50
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in California.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in Colorado.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in Connecticut.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Call with Y. Ko (Deloitte) regarding real estate transfer tax analysis updates.	\$595.00	0.6	\$357.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in Alabama.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in Georgia.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review real estate transfer tax and controlling interest transfer tax research and analysis for Alaska.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review real estate transfer tax and controlling interest transfer tax research and analysis for Arkansas.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in Alaska.	\$595.00	0.4	\$238.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/07/2018				
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in Arizona.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in Arkansas.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review real estate transfer tax and controlling interest transfer tax research and analysis for Hawaii.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Analyze additional real estate transfer tax information.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with S. Fielding and M. Browning (both Deloitte) to discuss store locations.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in Delaware.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in District of Columbia.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in Florida.	\$595.00	0.4	\$238.00
Fairchild, Chris	Perform North Carolina research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Oklahoma research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/07/2018				
Fairchild, Chris	Perform Oregon research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Review research pertaining to apportionment.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Rhode Island research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Utah research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform West Virginia research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Wisconsin research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Missouri research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform New York research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/07/2018				
Fairchild, Chris	Perform New York City research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Tennessee research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Texas research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform South Carolina research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Pennsylvania research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Vermont research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Virginia research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Wisconsin.	\$450.00	0.8	\$360.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Wyoming.	\$450.00	0.2	\$90.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/07/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Pennsylvania.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Texas.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Virginia.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Washington.	\$450.00	0.5	\$225.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) planning further revisions to tax attribute model.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, J. Forrest, and M. Browning (all Deloitte) recapping weekly advisor call.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with J. Espinola and M. Browning (both Deloitte) to discuss store locations.	\$595.00	0.2	\$119.00
Fielding, Stephen	Meeting with E. Tzavelis and M. Browning (both Deloitte) to discuss transaction structure.	\$595.00	1.0	\$595.00
Fielding, Stephen	Weekly advisor status call with E. Tzavelis, J. Forrest, B. Collins, T. Hermanson, M. Browning (all Deloitte), FTI tax team, Weil tax team, and Akin Gump tax team.	\$595.00	0.6	\$357.00
Fielding, Stephen	Review and comment on attribute reduction model and various assumptions.	\$595.00	1.6	\$952.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, C. Simulis, M. Butler, and J. Allegretti (all Deloitte) to discuss latest tax attribute reduction model.	\$595.00	1.0	\$595.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/07/2018				
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, C. Simulis, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$595.00	1.5	\$892.50
Forrest, Jonathan	Call with E. Tzavelis, B. Collins, S. Fielding, and M. Browning (all Deloitte) recapping weekly advisor call.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, C. Simulis, B. Collins, B. Baily, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$975.00	1.5	\$1,462.50
Forrest, Jonathan	Weekly advisor status call with E. Tzavelis, B. Collins, T. Hermanson, S. Fielding, M. Browning (all Deloitte), FTI tax team, Weil tax team, and Akin Gump tax team.	\$975.00	0.6	\$585.00
Hermanson, Tom	Weekly advisor status call with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, M. Browning (all Deloitte), FTI tax team, Weil tax team, and Akin Gump tax team.	\$850.00	0.6	\$510.00
Hermanson, Tom	Review files regarding ESL transactions.	\$850.00	1.0	\$850.00
Hoffman, David	Call with T. Hermanson (Deloitte) regarding project status.	\$850.00	0.3	\$255.00
Hospodarsky, Sara	Input Sears Roebuck's tax data for Sears Stock Basis study.	\$325.00	2.8	\$910.00
Ko, Youngbok	Update real estate transfer tax analysis for New Mexico state.	\$450.00	2.9	\$1,305.00
Ko, Youngbok	Update real estate transfer tax analysis for New York state.	\$450.00	2.9	\$1,305.00
Ko, Youngbok	Update real estate transfer tax analysis for Kentucky state.	\$450.00	2.9	\$1,305.00
Omar, Fatin	Update transfer tax analysis.	\$725.00	1.0	\$725.00
Rahman, Rahat	Research Wisconsin property sales 338 gain inclusion/exclusion.	\$325.00	0.2	\$65.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/07/2018				
Rahman, Rahat	Research West Virginia property sales 338 gain inclusion/exclusion.	\$325.00	0.2	\$65.00
Rahman, Rahat	Research South Carolina property sales 338 gain inclusion/exclusion.	\$325.00	0.3	\$97.50
Rahman, Rahat	Research Tennessee property sales 338 gain inclusion/exclusion.	\$325.00	0.3	\$97.50
Rahman, Rahat	Research Texas property sales 338 gain inclusion/exclusion.	\$325.00	0.3	\$97.50
Rahman, Rahat	Research Pennsylvania property sales 338 gain inclusion/exclusion.	\$325.00	0.3	\$97.50
Rahman, Rahat	Research Rhode Island property sales 338 gain inclusion/exclusion.	\$325.00	0.4	\$130.00
Rahman, Rahat	Research Utah property sales 338 gain inclusion/exclusion.	\$325.00	0.6	\$195.00
Rahman, Rahat	Research Virginia property sales 338 gain inclusion/exclusion.	\$325.00	0.3	\$97.50
Rahman, Rahat	Research Vermont property sales 338 gain inclusion/exclusion.	\$325.00	0.2	\$65.00
Rahman, Rahat	Research North Dakota property sales 338 gain inclusion/exclusion.	\$325.00	0.2	\$65.00
Rahman, Rahat	Research Oklahoma property sales 338 gain inclusion/exclusion.	\$325.00	0.4	\$130.00
Rahman, Rahat	Research Oregon property sales 338 gain inclusion/exclusion.	\$325.00	0.2	\$65.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, C. Simulis, B. Collins, J. Forrest, and B. Baily (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$450.00	2.0	\$900.00
Simulis, Charlie	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, C. Simulis, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$850.00	1.5	\$1,275.00
Simulis, Charlie	Review tax attribute model.	\$850.00	1.0	\$850.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/07/2018				
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, C. Simulis, M. Butler, and J. Allegretti (all Deloitte) to discuss latest tax attribute reduction model.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) planning further revisions to tax attribute model.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Weekly advisor status call with J. Forrest, B. Collins, T. Hermanson, S. Fielding, M. Browning (all Deloitte), FTI tax team, Weil tax team, and Akin Gump tax team.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with S. Fielding and M. Browning (both Deloitte) to discuss transaction structure.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with B. Collins, J. Forrest, S. Fielding, and M. Browning (all Deloitte) recapping weekly advisor call.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, C. Simulis, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$850.00	1.5	\$1,275.00
12/08/2018				
Chatten, Colin	Analyze updates to schedule of intercompany debt.	\$325.00	1.9	\$617.50
Ko, Youngbok	Update real estate transfer tax analysis for Texas state.	\$450.00	2.9	\$1,305.00
Schreiber, Mendy	Research characterizations of Sears G reorganization.	\$450.00	1.5	\$675.00
12/09/2018				
Browning, Maria	Analyze stalking horse bid transaction structure.	\$450.00	5.0	\$2,250.00
Chatten, Colin	Create structure slides for Sears emergence transactions.	\$325.00	4.2	\$1,365.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/09/2018				
Espinola, Jonathan	Review Delaware bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review District of Columbia bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Alabama bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Alaska bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Arizona bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Iowa bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research for real estate transfer tax analysis for Hawaii.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Arkansas bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review California bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Colorado bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Connecticut bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research for real estate transfer tax analysis for North Dakota.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research for real estate transfer tax analysis for Oklahoma.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Florida bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/09/2018				
Espinola, Jonathan	Review Georgia bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Hawaii bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Idaho bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research for real estate transfer tax analysis for South Dakota.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research for real estate transfer tax analysis for Wyoming.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research for real estate transfer tax analysis for Minnesota.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research for real estate transfer tax analysis for Montana.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research for real estate transfer tax analysis for Nevada.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research for real estate transfer tax analysis for New Hampshire.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research for real estate transfer tax analysis for Oregon.	\$595.00	0.3	\$178.50
Tarrant, Steve	Evaluate ESL schedule for 13D filings.	\$850.00	0.6	\$510.00
Tarrant, Steve	Review of section 382 computational model.	\$850.00	1.4	\$1,190.00
Tarrant, Steve	Update to section 382 memorandum.	\$850.00	1.7	\$1,445.00
Van Deusen, Mark	Analyze related party rent issues.	\$975.00	2.5	\$2,437.50
12/10/2018				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Forrest, B. Baily, and K. Corrigan (all Deloitte) and L. Meerschaert (Sears) to discuss intercompany balances.	\$325.00	0.6	\$195.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Allegretti, Joe	Call with E. Tzavelis, K. Corrigan, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss updated tax basis balance sheet.	\$325.00	0.2	\$65.00
Allegretti, Joe	Update the tax attribute reduction model for the various scenarios related to the recent ESL bid.	\$325.00	0.7	\$227.50
Allegretti, Joe	Meeting with E. Tzavelis, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss location of intercompany debt for tax purposes.	\$325.00	0.6	\$195.00
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) adding new emergence scenarios to tax attribute reduction model.	\$325.00	0.8	\$260.00
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten and M. Butler (all Deloitte) to discuss status of certain deliverables.	\$325.00	0.7	\$227.50
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss structure of potential emergence transactions.	\$325.00	1.0	\$325.00
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss tax basis balance sheet.	\$325.00	0.9	\$292.50
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss various potential emergence transaction structures for tax model.	\$325.00	0.5	\$162.50
Allegretti, Joe	Review the troubled company and G reorganization public letter rulings (PLR) and tax planning literature related to G reorganizations.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with E. Tzavelis, K. Corrigan, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss stock basis study.	\$325.00	0.3	\$97.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Allegretti, Joe	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Forrest, B. Collins, and B. Baily (all Deloitte) to discuss modifications to stock basis study in response to new information from client.	\$325.00	1.3	\$422.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, and B. Collins (all Deloitte) reviewing and commenting on tax slides for SHC board.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, and K. Corrigan (all Deloitte) to discuss revisions to tax basis study.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins (all Deloitte), and M. Hoenig (Weil) preparing for upcoming meeting with management regarding next steps.	\$325.00	0.9	\$292.50
Allegretti, Joe	Meeting with M. Browning, M. Butler, and C. Chatten (all Deloitte) to discuss format of emergence transaction deck.	\$325.00	0.5	\$162.50
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	5.3	\$1,722.50
Baily, Brianna	Review revised intercompany debt schedule.	\$595.00	0.6	\$357.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, and K. Corrigan (all Deloitte) and L. Meerschaert (Sears) to discuss intercompany balances.	\$595.00	0.6	\$357.00
Baily, Brianna	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, and B. Collins (all Deloitte) to discuss modifications to stock basis study in response to new information from client.	\$595.00	1.3	\$773.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Baily, Brianna	Review real estate investment trust (REIT) correspondence and ownership percentages.	\$595.00	0.5	\$297.50
Browning, Maria	Meeting with M. Butler, J. Allegretti, and C. Chatten (all Deloitte) to discuss format of emergence transaction deck.	\$450.00	0.5	\$225.00
Browning, Maria	Meeting with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss location of intercompany debt for tax purposes.	\$450.00	0.6	\$270.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) adding new emergence scenarios to tax attribute reduction model.	\$450.00	0.8	\$360.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss status of certain deliverables.	\$450.00	0.7	\$315.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss structure of potential emergence transactions.	\$450.00	1.0	\$450.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss tax basis balance sheet.	\$450.00	0.9	\$405.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss various potential emergence transaction structures for tax model.	\$450.00	0.5	\$225.00
Browning, Maria	Analyze debt terms and aggregate information.	\$450.00	2.9	\$1,305.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and K. Corrigan (all Deloitte) and L. Meerschaert (Sears) to discuss intercompany balances.	\$450.00	0.6	\$270.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Browning, Maria	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Collins, and B. Baily (all Deloitte) to discuss modifications to stock basis study in response to new information from client.	\$450.00	1.3	\$585.00
Browning, Maria	Call with E. Tzavelis, K. Corrigan, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss stock basis study.	\$450.00	0.3	\$135.00
Browning, Maria	Call with E. Tzavelis, K. Corrigan, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss updated tax basis balance sheet.	\$450.00	0.2	\$90.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins (all Deloitte), and M. Hoenig (Weil) preparing for upcoming meeting with management regarding next steps.	\$450.00	0.9	\$405.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, and B. Collins (all Deloitte) reviewing and commenting on tax slides for SHC board.	\$450.00	0.6	\$270.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, and K. Corrigan (all Deloitte) to discuss revisions to tax basis study.	\$450.00	0.5	\$225.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, and B. Collins (all Deloitte) reviewing and commenting on tax slides for SHC board.	\$595.00	0.6	\$357.00
Butler, Mike	Call with E. Tzavelis, M. Browning, C. Chatten, J. Allegretti, J. Forrest, B. Collins, and B. Baily (all Deloitte) to discuss modifications to stock basis study in response to new information from client.	\$595.00	1.3	\$773.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, J. Forrest, B. Baily, and K. Corrigan (all Deloitte) and L. Meerschaert (Sears) to discuss intercompany balances.	\$595.00	0.6	\$357.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, and K. Corrigan (all Deloitte) to discuss revisions to tax basis study.	\$595.00	0.5	\$297.50
Butler, Mike	Meeting with M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss format of emergence transaction deck.	\$595.00	0.5	\$297.50
Butler, Mike	Meeting with E. Tzavelis, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to discuss location of intercompany debt for tax purposes.	\$595.00	0.6	\$357.00
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to discuss structure of potential emergence transactions.	\$595.00	1.0	\$595.00
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to discuss tax basis balance sheet.	\$595.00	0.9	\$535.50
Butler, Mike	Call with E. Tzavelis, K. Corrigan, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to discuss stock basis study.	\$595.00	0.3	\$178.50
Butler, Mike	Call with E. Tzavelis, K. Corrigan, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to discuss updated tax basis balance sheet.	\$595.00	0.2	\$119.00
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to discuss various potential emergence transaction structures for tax model.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) adding new emergence scenarios to tax attribute reduction model.	\$595.00	0.8	\$476.00
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to discuss status of certain deliverables.	\$595.00	0.7	\$416.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins (all Deloitte), and M. Hoenig (Weil) preparing for upcoming meeting with management regarding next steps.	\$595.00	0.9	\$535.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, and B. Collins (all Deloitte) reviewing and commenting on tax slides for SHC board.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, K. Corrigan, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss stock basis study.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with E. Tzavelis, M. Browning, M. Butler, J. Allegretti, J. Forrest, B. Collins, and B. Baily (all Deloitte) to discuss modifications to stock basis study in response to new information from client.	\$325.00	1.3	\$422.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins (all Deloitte), and M. Hoenig (Weil) preparing for upcoming meeting with management regarding next steps.	\$325.00	0.9	\$292.50
Chatten, Colin	Meeting with M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss format of emergence transaction deck.	\$325.00	0.5	\$162.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Chatten, Colin	Meeting with E. Tzavelis, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss location of intercompany debt for tax purposes.	\$325.00	0.6	\$195.00
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) adding new emergence scenarios to tax attribute reduction model.	\$325.00	0.8	\$260.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, and K. Corrigan (all Deloitte) to discuss revisions to tax basis study.	\$325.00	0.5	\$162.50
Chatten, Colin	Revise emergence transaction structure slides.	\$325.00	4.3	\$1,397.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, J. Forrest, B. Baily, and K. Corrigan (all Deloitte) and L. Meerschaert (Sears) to discuss intercompany balances.	\$325.00	0.6	\$195.00
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss tax basis balance sheet.	\$325.00	0.9	\$292.50
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss various potential emergence transaction structures for tax model.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with E. Tzavelis, K. Corrigan, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss updated tax basis balance sheet.	\$325.00	0.2	\$65.00
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss status of certain deliverables.	\$325.00	0.7	\$227.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss structure of potential emergence transactions.	\$325.00	1.0	\$325.00
Collins, Bryan	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, and B. Baily (all Deloitte) to discuss modifications to stock basis study in response to new information from client.	\$975.00	1.3	\$1,267.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti (all Deloitte), and M. Hoenig (Weil) preparing for upcoming meeting with management regarding next steps.	\$975.00	0.9	\$877.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) reviewing and commenting on tax slides for SHC board.	\$975.00	0.6	\$585.00
Collins, Bryan	Review and comment on presentation slides for meeting with Sears senior management.	\$975.00	1.9	\$1,852.50
Corrigan, Kevin	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss stock basis study.	\$595.00	0.3	\$178.50
Corrigan, Kevin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss revisions to tax basis study.	\$595.00	0.5	\$297.50
Corrigan, Kevin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, and B. Baily (all Deloitte) and L. Meerschaert (Sears) to discuss intercompany balances.	\$595.00	0.6	\$357.00
Corrigan, Kevin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss updated tax basis balance sheet.	\$595.00	0.2	\$119.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Espinola, Jonathan	Review real estate transfer tax model pertaining to owned properties.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Review controlling interest transfer tax model pertaining to leased property.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Review controlling interest transfer tax portion of model for owned property.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Review overall NOL conformity research for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review real estate transfer tax formulas pertaining to leased properties.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Review real estate transfer tax formulas pertaining to leased distribution centers.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review real estate transfer tax formulas pertaining to owned distribution centers.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review real estate transfer tax formulas pertaining to owned properties.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Review updated real estate transfer tax analysis and update property valuations.	\$595.00	0.6	\$357.00
Espinola, Jonathan	Review real estate transfer tax portion of model pertaining to leased distribution centers.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review real estate transfer tax portion of model pertaining to leased properties.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Review real estate transfer tax portion of model pertaining to owned distribution centers.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with C. Fairchild (Deloitte) regarding state NOL limitation research.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Call with S. Malik (Deloitte) regarding state NOL and asset tax basis research.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Espinola, Jonathan	Review controlling interest transfer tax portion of model pertaining to leased distribution centers.	\$595.00	1.0	\$595.00
Fairchild, Chris	Call with J. Espinola (Deloitte) regarding state NOL limitation research.	\$325.00	0.3	\$97.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, and B. Collins (all Deloitte) reviewing and commenting on tax slides for SHC board.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, and B. Collins (all Deloitte) reviewing and commenting on Weil slides for SHC board.	\$595.00	0.8	\$476.00
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss tax basis balance sheet.	\$595.00	0.9	\$535.50
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss various potential emergence transaction structures for tax model.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, K. Corrigan, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss updated tax basis balance sheet.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins (all Deloitte), and M. Hoenig (Weil) preparing for upcoming meeting with management regarding next steps.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and K. Corrigan (all Deloitte) and L. Meerschaert (Sears) to discuss intercompany balances.	\$595.00	0.6	\$357.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss status of certain deliverables.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, and K. Corrigan (all Deloitte) to discuss revisions to tax basis study.	\$595.00	0.5	\$297.50
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss structure of potential emergence transactions.	\$595.00	1.0	\$595.00
Forrest, Jonathan	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, and B. Baily (all Deloitte) to discuss modifications to stock basis study in response to new information from client.	\$975.00	1.3	\$1,267.50
Forrest, Jonathan	Review intercompany debt schedule.	\$975.00	1.1	\$1,072.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Baily, and K. Corrigan (all Deloitte) and L. Meerschaert (Sears) to discuss intercompany balances.	\$975.00	0.6	\$585.00
Hospodarsky, Sara	Input Sears Roebuck's tax data for Sears Stock Basis study.	\$325.00	3.5	\$1,137.50
Omar, Fatin	Update transfer tax analysis.	\$725.00	1.5	\$1,087.50
Snow, Allie	Research whether Colorado conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$325.00	0.5	\$162.50
Snow, Allie	Research whether Connecticut conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$325.00	0.5	\$162.50
Snow, Allie	Research whether Delaware conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$325.00	0.5	\$162.50
Snow, Allie	Research whether District of Columbia conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$325.00	0.5	\$162.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Snow, Allie	Research whether Florida conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$325.00	0.5	\$162.50
Sullivan, Brian	Review realty transfer tax research and state tax model.	\$850.00	2.3	\$1,955.00
Tarrant, Steve	Review Schedule 13Ds filed by ESL to evaluate related impacts to the Section 382 analysis.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss structure of potential emergence transactions.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss various potential emergence transaction structures for tax model.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins (all Deloitte), and M. Hoenig (Weil) preparing for upcoming meeting with management regarding next steps.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, and K. Corrigan (all Deloitte) to discuss revisions to tax basis study.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Collins, and B. Baily (all Deloitte) to discuss modifications to stock basis study in response to new information from client.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, and B. Collins (all Deloitte) reviewing and commenting on tax slides for SHC board.	\$850.00	0.6	\$510.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and K. Corrigan (all Deloitte) and L. Meerschaert (Sears) to discuss intercompany balances.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss location of intercompany debt for tax purposes.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss status of certain deliverables.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss tax basis balance sheet.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with K. Corrigan, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss stock basis study.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with K. Corrigan, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss updated tax basis balance sheet.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) adding new emergence scenarios to tax attribute reduction model.	\$850.00	0.8	\$680.00
12/11/2018				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) reviewing tax attribute reduction model adjustments made in response to information from management.	\$325.00	0.8	\$260.00
Allegretti, Joe	Meeting with S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss status of various workstreams.	\$325.00	0.6	\$195.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/11/2018				
Allegretti, Joe	Meeting with S. Fielding and M. Butler (both Deloitte) to discuss the option for methodologies in calculating the tax basis balance sheet.	\$325.00	0.4	\$130.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss updating the tax attribute reduction model for the tax basis in assets.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) preparing for upcoming meeting with management.	\$325.00	1.6	\$520.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, and M. Butler (all Deloitte) to discuss the different methodologies of calculating the Company's tax basis in assets.	\$325.00	0.7	\$227.50
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	4.0	\$1,300.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) preparing for upcoming meeting with management.	\$450.00	1.6	\$720.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) reviewing tax attribute reduction model adjustments made in response to information from management.	\$450.00	0.8	\$360.00
Browning, Maria	Meeting with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss status of various workstreams.	\$450.00	0.6	\$270.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss updating the tax attribute reduction model for the tax basis in assets.	\$595.00	0.4	\$238.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, and J. Allegretti (all Deloitte) to discuss the different methodologies of calculating the Company's tax basis in assets.	\$595.00	0.7	\$416.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/11/2018				
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) reviewing tax attribute reduction model adjustments made in response to information from management.	\$595.00	0.8	\$476.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) preparing for upcoming meeting with management.	\$595.00	1.6	\$952.00
Butler, Mike	Meeting with S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to discuss status of various workstreams.	\$595.00	0.6	\$357.00
Butler, Mike	Prepare slides for meeting with Chief Restructuring Officer regarding tax attribute reduction model outputs.	\$595.00	2.3	\$1,368.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) reviewing tax attribute reduction model adjustments made in response to information from management.	\$325.00	0.8	\$260.00
Chatten, Colin	Revise emergence transaction structure slides.	\$325.00	2.4	\$780.00
Chatten, Colin	Meeting with S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss status of various workstreams.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) preparing for upcoming meeting with management.	\$325.00	1.6	\$520.00
Collins, Bryan	Plan structuring steps for possible section 363 sale to ESL.	\$975.00	1.2	\$1,170.00
Corrigan, Kevin	Prepare tax stock basis projections.	\$595.00	2.2	\$1,309.00
Espinola, Jonathan	Review email correspondence from S. Fielding (Deloitte) regarding transfer tax analysis.	\$595.00	0.1	\$59.50
Espinola, Jonathan	Update transfer tax model.	\$595.00	1.5	\$892.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/11/2018				
Fairchild, Chris	Perform Iowa research into state conformity with IRC 172(a)(2).	\$325.00	1.2	\$390.00
Fairchild, Chris	Perform Kansas research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Kentucky research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Maryland research into state conformity with IRC 172(a)(2).	\$325.00	1.0	\$325.00
Fairchild, Chris	Perform Massachusetts research into state conformity with IRC 172(a)(2).	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Georgia research into state conformity with IRC 172(a)(2).	\$325.00	0.7	\$227.50
Fairchild, Chris	Perform Idaho research into state conformity with IRC 172(a)(2).	\$325.00	0.6	\$195.00
Fairchild, Chris	Perform Illinois research into state conformity with IRC 172(a)(2).	\$325.00	0.6	\$195.00
Fairchild, Chris	Perform Indiana research into state conformity with IRC 172(a)(2).	\$325.00	0.6	\$195.00
Fairchild, Chris	Perform Hawaii research into state conformity with IRC 172(a)(2).	\$325.00	0.7	\$227.50
Fairchild, Chris	Perform Louisiana research into state conformity with IRC 172(a)(2).	\$325.00	0.3	\$97.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) reviewing tax attribute reduction model adjustments made in response to information from management.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with E. Tzavelis, M. Butler, and J. Allegretti (all Deloitte) to discuss the different methodologies of calculating the Company's tax basis in assets.	\$595.00	0.7	\$416.50
Fielding, Stephen	Meeting with M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss status of various workstreams.	\$595.00	0.6	\$357.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/11/2018				
Fielding, Stephen	Meeting with M. Butler and J. Allegretti (both Deloitte) to discuss the option for methodologies in calculating the tax basis balance sheet.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) preparing for upcoming meeting with management.	\$595.00	1.6	\$952.00
Ko, Youngbok	Review state transfer tax analysis.	\$450.00	0.5	\$225.00
Omar, Fatin	Update transfer tax analysis.	\$725.00	1.0	\$725.00
Sullivan, Brian	Review sales factor data provided by client for emergence state income tax projections.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) preparing for upcoming meeting with management.	\$850.00	1.6	\$1,360.00
Tzavelis, Elias	Call with S. Fielding, M. Butler, and J. Allegretti (all Deloitte) to discuss the different methodologies of calculating the Company's tax basis in assets.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) reviewing tax attribute reduction model adjustments made in response to information from management.	\$850.00	0.8	\$680.00
12/12/2018				
Allegretti, Joe	Allocate the updated book basis amounts to estimate an updated tax basis balance sheet.	\$325.00	2.4	\$780.00
Allegretti, Joe	Draft assumptions and methodologies for the restructuring slides.	\$325.00	1.3	\$422.50
Allegretti, Joe	Formulate an updated consolidated book balance sheet in order to estimate tax basis in assets.	\$325.00	1.4	\$455.00
Allegretti, Joe	Update the tax model for the latest recovery numbers.	\$325.00	0.7	\$227.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/12/2018				
Allegretti, Joe	Meeting with M. Butler (Deloitte) to update the tax attribute reduction model based on the revised recovery numbers provided by the Company.	\$325.00	3.0	\$975.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Sullivan, J. Espinola, and F. Omar (all Deloitte) evaluating potential transfer tax issues.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) reviewing latest updates to tax attribute model.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with S. Fielding, M. Butler, E. Tzavelis, and M. Browning (all Deloitte) to discuss the recently provided recovery amounts and their impact on the tax attribute reduction model.	\$325.00	0.4	\$130.00
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	2.2	\$715.00
Atwal, Justin	Continue to input tax data for Sears basis study.	\$325.00	2.6	\$845.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) reviewing latest updates to tax attribute model.	\$450.00	1.0	\$450.00
Browning, Maria	Call with S. Fielding, J. Allegretti, M. Butler, E. Tzavelis (all Deloitte) to discuss the recently provided recovery amounts and their impact on the tax attribute reduction model.	\$450.00	0.4	\$180.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) preparing for upcoming meeting with management.	\$450.00	0.7	\$315.00
Browning, Maria	Analyze tax structuring requirements.	\$450.00	2.6	\$1,170.00
Browning, Maria	Meeting with E. Tzavelis (Deloitte) to discuss stalking horse bid transaction and tax consequences.	\$450.00	2.1	\$945.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/12/2018				
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, M. Butler, B. Sullivan, J. Espinola, and F. Omar (all Deloitte) evaluating potential transfer tax issues.	\$450.00	0.6	\$270.00
Bryan, Michael	Review and edit restructuring alternatives presentation.	\$975.00	4.0	\$3,900.00
Butler, Mike	Review tax calculations in the tax model.	\$595.00	2.2	\$1,309.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Sullivan, J. Espinola, and F. Omar (all Deloitte) evaluating potential transfer tax issues.	\$595.00	0.6	\$357.00
Butler, Mike	Call with S. Fielding, J. Allegretti, E. Tzavelis, and M. Browning (all Deloitte) to discuss the recently provided recovery amounts and their impact on the tax attribute reduction model.	\$595.00	0.4	\$238.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) reviewing latest updates to tax attribute model.	\$595.00	1.0	\$595.00
Butler, Mike	Meeting with S. Fielding and J. Allegretti (both Deloitte) to discuss the option for methodologies in calculating the tax basis balance sheet.	\$595.00	0.4	\$238.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to update the tax attribute reduction model based on the revised recovery numbers provided by the Company.	\$595.00	3.0	\$1,785.00
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) preparing for upcoming meeting with management.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, M. Butler, B. Sullivan, J. Espinola, and F. Omar (all Deloitte) evaluating potential transfer tax issues.	\$325.00	0.6	\$195.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/12/2018				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) reviewing latest updates to tax attribute model.	\$325.00	1.0	\$325.00
Collins, Bryan	Plan section 363 transaction steps to result in tax-free reorganizations.	\$975.00	2.8	\$2,730.00
Espinola, Jonathan	Call with Y. Ko (Deloitte) regarding additional revisions to real estate transfer tax analysis.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Call with F. Omar (Deloitte) regarding transfer tax updates.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, J. Allegretti, M. Butler, B. Sullivan, and F. Omar (all Deloitte) evaluating potential transfer tax issues.	\$595.00	0.6	\$357.00
Fairchild, Chris	Perform Missouri research into state conformity with IRC 172(a)(2).	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Montana research into state conformity with IRC 172(a)(2).	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform North Carolina research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Minnesota research into state conformity with IRC 172(a)(2).	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Maine research into state conformity with IRC 172(a)(2).	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform North Dakota research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Michigan research into state conformity with IRC 172(a)(2).	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Mississippi research into state conformity with IRC 172(a)(2).	\$325.00	0.3	\$97.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chaten, M. Butler, and J. Allegretti (all Deloitte) reviewing latest updates to tax attribute model.	\$595.00	1.0	\$595.00
Fielding, Stephen	Discussion with E. Tzavelis (Deloitte) regarding tax attribute model, various assumptions, and deliverable.	\$595.00	1.6	\$952.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/12/2018				
Fielding, Stephen	Update attribute reduction model and presentation slides for new assumptions.	\$595.00	2.6	\$1,547.00
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) preparing for upcoming meeting with management.	\$595.00	0.7	\$416.50
Fielding, Stephen	Prepare slides for tax attribute model.	\$595.00	2.8	\$1,666.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis and M. Browning (all Deloitte) to discuss the recently provided recovery amounts and their impact on the tax attribute reduction model.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, J. Allegretti, M. Butler, B. Sullivan, J. Espinola, and F. Omar (all Deloitte) evaluating potential transfer tax issues.	\$595.00	0.6	\$357.00
Forrest, Jonathan	Review creditor recovery considerations.	\$975.00	0.9	\$877.50
Forrest, Jonathan	Review changes to internal tax attribute presentation.	\$975.00	0.3	\$292.50
Forrest, Jonathan	Review illustrative winddown analysis.	\$975.00	0.7	\$682.50
Hospodarsky, Sara	Review and make changes to Sears Roebuck data for Sears Stock Basis study.	\$325.00	1.1	\$357.50
Huston, Michael	Review initial changes in intercompany accounts related to the high level estimate of tax stock basis.	\$850.00	0.7	\$595.00
Ko, Youngbok	Discussion with J. Espinola (Deloitte) on revision of state transfer tax analysis.	\$450.00	0.3	\$135.00
Ko, Youngbok	Update state transfer tax analysis.	\$450.00	1.8	\$810.00
Omar, Fatin	Update transfer tax analysis.	\$725.00	1.0	\$725.00
Omar, Fatin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, M. Butler, B. Sullivan, J. Espinola (all Deloitte) evaluating potential transfer tax issues.	\$725.00	0.6	\$435.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/12/2018				
Sullivan, Brian	Review revised transfer tax model.	\$850.00	1.5	\$1,275.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, M. Butler, J. Espinola, and F. Omar (all Deloitte) evaluating potential transfer tax issues.	\$850.00	0.6	\$510.00
Tarrant, Steve	Review ESL 13Ds and set up spreadsheet to track filings.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) reviewing latest updates to tax attribute model.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Discussion with S. Fielding (Deloitte) regarding tax attribute model, various assumptions, and deliverable.	\$850.00	1.6	\$1,360.00
Tzavelis, Elias	Call with S. Fielding, J. Allegretti, M. Butler, and M. Browning (all Deloitte) to discuss the recently provided recovery amounts and their impact on the tax attribute reduction model.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, J. Allegretti, M. Butler, B. Sullivan, J. Espinola, and F. Omar (all Deloitte) evaluating potential transfer tax issues.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, and C. Chatten (all Deloitte) preparing for upcoming meeting with management.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, and C. Chatten (all Deloitte) to discuss state tax planning implications on taxable income estimates.	\$850.00	1.0	\$850.00
12/13/2018				
Allegretti, Joe	Prepare draft of an estimated tax basis balance sheet as of October 2018.	\$325.00	3.0	\$975.00
Allegretti, Joe	Update the estimated tax basis balance sheet.	\$325.00	0.4	\$130.00
Allegretti, Joe	Update the tax attribute reduction model for the restructuring slides.	\$325.00	1.9	\$617.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Allegretti, Joe	Update the tax attribute reduction model.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss the updates to the tax attribute reduction model based on discussions with Weil and Sears personnel.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, M. Schreiber (all Deloitte) and Weil tax team regarding management presentation.	\$325.00	1.3	\$422.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) finalizing stock basis estimates.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Forrest, M. Schreiber, B. Baily (all Deloitte), and Sears tax team regarding management presentation.	\$325.00	1.2	\$390.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) further revising slides for management presentation.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with S. Fielding and M. Butler (both Deloitte) to discuss the updates to the taxable asset sale scenario in the tax attribute reduction model.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss next steps in estimated an updated tax basis balance sheet.	\$325.00	0.1	\$32.50
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	6.7	\$2,177.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, M. Schreiber (all Deloitte), and Sears tax team regarding management presentation.	\$595.00	1.2	\$714.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) finalizing stock basis estimates.	\$595.00	0.5	\$297.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$595.00	0.5	\$297.50
Baily, Brianna	Review preliminary tax basis spreadsheet.	\$595.00	0.5	\$297.50
Baily, Brianna	Research G reorg private letter rulings (PLRs) and revenue rulings as background for restructuring slide.	\$595.00	0.8	\$476.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) further revising slides for management presentation.	\$450.00	0.7	\$315.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, and M. Butler (all Deloitte) to discuss taxable asset sale as an emergence transaction.	\$450.00	0.6	\$270.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, and M. Butler (all Deloitte) regarding slides for management presentation.	\$450.00	0.2	\$90.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) finalizing stock basis estimates.	\$450.00	0.5	\$225.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$450.00	0.5	\$225.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, M. Schreiber (all Deloitte) and Weil tax team regarding management presentation.	\$450.00	1.3	\$585.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, M. Schreiber, B. Baily (all Deloitte), and Sears tax team regarding management presentation.	\$450.00	1.2	\$540.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) revising slides for management presentation.	\$450.00	1.3	\$585.00
Browning, Maria	Analyze tax structuring requirements.	\$450.00	4.5	\$2,025.00
Browning, Maria	Call with E. Tzavelis, B. Collins, S. Fielding, and C. Chatten (all Deloitte) making final updates to slides for management presentation.	\$450.00	0.3	\$135.00
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss the updates to the tax attribute reduction model based on discussions with Weil and Sears personnel.	\$595.00	0.3	\$178.50
Butler, Mike	Call with S. Fielding and J. Allegretti (both Deloitte) to discuss the updates to the taxable asset sale scenario in the tax attribute reduction model.	\$595.00	0.7	\$416.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) finalizing stock basis estimates.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, and C. Chatten (all Deloitte) to discuss taxable asset sale as an emergence transaction.	\$595.00	0.6	\$357.00
Butler, Mike	Review tax attribute output slides.	\$595.00	1.6	\$952.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, M. Schreiber (all Deloitte) and Weil tax team regarding management presentation.	\$595.00	1.3	\$773.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, J. Forrest, M. Schreiber, B. Baily (all Deloitte), and Sears tax team regarding management presentation.	\$595.00	1.2	\$714.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) further revising slides for management presentation.	\$595.00	0.7	\$416.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss next steps in estimated an updated tax basis balance sheet.	\$595.00	0.1	\$59.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$595.00	0.5	\$297.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten (all Deloitte) regarding slides for management presentation.	\$595.00	0.2	\$119.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, M. Schreiber (all Deloitte) and Weil tax team regarding management presentation.	\$325.00	1.3	\$422.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, J. Forrest, M. Schreiber, B. Baily (all Deloitte), and Sears tax team regarding management presentation.	\$325.00	1.2	\$390.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) further revising slides for management presentation.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis, B. Collins, S. Fielding, and M. Browning (all Deloitte) making final updates to slides for management presentation.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, and M. Butler (all Deloitte) to discuss taxable asset sale as an emergence transaction.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, and M. Butler (all Deloitte) regarding slides for management presentation.	\$325.00	0.2	\$65.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) finalizing stock basis estimates.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$325.00	0.5	\$162.50
Chatten, Colin	Research tax implications of section 368(a)(1)(G) reorganization.	\$325.00	1.7	\$552.50
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) revising slides for management presentation.	\$325.00	1.3	\$422.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$975.00	0.5	\$487.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, and C. Chatten (all Deloitte) making final updates to slides for management presentation.	\$975.00	0.3	\$292.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) finalizing stock basis estimates.	\$975.00	0.5	\$487.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, M. Schreiber (all Deloitte) and Weil tax team regarding management presentation.	\$975.00	1.3	\$1,267.50
Collins, Bryan	Review and comment on slide presentation for meeting with Sears senior management.	\$975.00	1.6	\$1,560.00
Corrigan, Kevin	Update deliverable for tax stock basis estimated amounts.	\$595.00	2.8	\$1,666.00
Corrigan, Kevin	Update tax stock basis estimate.	\$595.00	2.5	\$1,487.50
Espinola, Jonathan	Review real property apportionment information for Florida.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Call with C. Fairchild (Deloitte) regarding adding formulas and additional valuation information to transfer tax analysis.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Revise updated transfer tax analysis.	\$595.00	1.5	\$892.50
Espinola, Jonathan	Call with Y. Ko (Deloitte) regarding updated formulas for transfer tax analysis.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real property apportionment information for Arkansas.	\$595.00	0.2	\$119.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Espinola, Jonathan	Review real property apportionment information for California.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real property apportionment information for Colorado.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real property apportionment information for Connecticut.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real property apportionment information for Delaware.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real property apportionment information for District of Columbia.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review updated transfer tax analysis.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Review transfer tax model revisions.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Review real property apportionment information for Alabama.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review revised transfer tax analysis.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real property apportionment information for Alaska.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real property apportionment information for Arizona.	\$595.00	0.2	\$119.00
Fairchild, Chris	Perform Pennsylvania research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Update formulas in transfer tax analysis.	\$325.00	2.4	\$780.00
Fairchild, Chris	Call with J. Espinola (Deloitte) regarding adding formulas and additional valuation information to transfer tax analysis.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform New Hampshire research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform New Jersey research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform New Mexico research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform New York research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Nebraska research into state conformity with IRC 172(a)(2).	\$325.00	0.8	\$260.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Fairchild, Chris	Perform Oklahoma research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Oregon research into state conformity with IRC 172(a)(2).	\$325.00	0.3	\$97.50
Fielding, Stephen	Call with J. Allegretti and M. Butler (both Deloitte) to discuss the updates to the taxable asset sale scenario in the tax attribute reduction model.	\$595.00	0.7	\$416.50
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) revising slides for management presentation.	\$595.00	1.3	\$773.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) finalizing stock basis estimates.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss taxable asset sale as an emergence transaction.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, M. Schreiber (all Deloitte) and Weil tax team regarding management presentation.	\$595.00	1.3	\$773.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, M. Schreiber, B. Baily (all Deloitte), and Sears tax team regarding management presentation.	\$595.00	1.2	\$714.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, M. Browning, and C. Chatten (all Deloitte) making final updates to slides for management presentation.	\$595.00	0.3	\$178.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) further revising slides for management presentation.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding slides for management presentation.	\$595.00	0.2	\$119.00
Forrest, Jonathan	Review restructuring alternatives presentation.	\$975.00	1.2	\$1,170.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) finalizing stock basis estimates.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, E. Tzavelis, M. Schreiber, B. Baily (all Deloitte), and Sears tax team regarding management presentation.	\$975.00	1.2	\$1,170.00
Forrest, Jonathan	Review updated restructuring scenarios presentation.	\$975.00	0.4	\$390.00
Hospodarsky, Sara	Review Sears Roebuck data for 1992 and 1993 for Sears Stock Basis study.	\$325.00	1.6	\$520.00
Hospodarsky, Sara	Input Sears Roebuck tax data for 1992 and 1993 for Sears Stock Basis study.	\$325.00	2.9	\$942.50
Huston, Michael	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) finalizing stock basis estimates.	\$850.00	0.5	\$425.00
Huston, Michael	Review footnotes related to basis report.	\$850.00	1.2	\$1,020.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Malik, Sana	Call with J. Espinola (Deloitte) regarding state NOL and asset tax basis research.	\$450.00	0.5	\$225.00
Omar, Fatin	Update transfer tax analysis.	\$725.00	0.5	\$362.50
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily (all Deloitte), and Sears tax team regarding management presentation.	\$450.00	1.2	\$540.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$450.00	0.5	\$225.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins (all Deloitte) and Weil tax team regarding management presentation.	\$450.00	1.3	\$585.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, K. Corrigan, and M. Huston (all Deloitte) finalizing stock basis estimates.	\$450.00	0.5	\$225.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, M. Schreiber, B. Baily (all Deloitte), and Sears tax team regarding management presentation.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) further revising slides for management presentation.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$850.00	0.5	\$425.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss taxable asset sale as an emergence transaction.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding slides for management presentation.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, M. Schreiber (all Deloitte) and Weil tax team regarding management presentation.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Call with B. Collins, S. Fielding, M. Browning, and C. Chatten (all Deloitte) making final updates to slides for management presentation.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, and C. Chatten (all Deloitte) revising slides for management presentation.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) finalizing stock basis estimates.	\$850.00	0.5	\$425.00
12/14/2018				
Allegretti, Joe	Call with M. Butler and K. Lauret (both Deloitte) to discuss the intercompany balances within the legal entity balance sheets.	\$325.00	0.2	\$65.00
Allegretti, Joe	Weekly advisor call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Huston, K. Corrigan, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$325.00	0.8	\$260.00
Allegretti, Joe	Update the tax attribute reduction model for the most recent stock basis calculation.	\$325.00	0.2	\$65.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/14/2018				
Allegretti, Joe	Update the cancellation of debt portion of the tax attribute reduction model for additional unsecured debt.	\$325.00	1.4	\$455.00
Allegretti, Joe	Review taxable sale scenario to assess whether the same is flowing through the model.	\$325.00	0.1	\$32.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, D. Hoffman, M. Butler, B. Collins (all Deloitte), Deloitte audit team, Weil tax team, Sears tax team, and Sears management personnel to discuss status of tax findings.	\$325.00	1.1	\$357.50
Allegretti, Joe	Meeting with M. Butler (Deloitte) to walk through the different scenarios in the tax attribute reduction model and the updated tax basis balance sheet.	\$325.00	2.1	\$682.50
Allegretti, Joe	Review the latest version of the restructuring slides for today's client meeting.	\$325.00	0.3	\$97.50
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	2.3	\$747.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Huston, K. Corrigan, J. Forrest, B. Collins, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$595.00	0.8	\$476.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Huston, K. Corrigan, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$450.00	0.8	\$360.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, D. Hoffman, M. Butler, J. Allegretti, B. Collins (all Deloitte), Deloitte audit team, Weil tax team, Sears tax team, and Sears management personnel to discuss status of tax findings.	\$450.00	5.1	\$2,295.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/14/2018				
Butler, Mike	Meeting with J. Allegretti (Deloitte) to walk through the different scenarios in the tax attribute reduction model and the updated tax basis balance sheet.	\$595.00	2.1	\$1,249.50
Butler, Mike	Call with J. Allegretti and K. Lauret (both Deloitte) to discuss the intercompany balances within the legal entity balance sheets.	\$595.00	0.2	\$119.00
Butler, Mike	Review new intercompany balance information provided by the Company for inputs into revised tax basis balance sheets.	\$595.00	1.3	\$773.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, D. Hoffman, J. Allegretti, B. Collins (all Deloitte), Deloitte audit team, Weil tax team, Sears tax team, and Sears management personnel to discuss status of tax findings.	\$595.00	1.1	\$654.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Huston, K. Corrigan, J. Forrest, B. Collins, B. Baily, M. Schreiber, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$595.00	0.8	\$476.00
Chatten, Colin	Review stock basis study and slides for management presentation.	\$325.00	0.7	\$227.50
Chatten, Colin	Weekly advisor call with E. Tzavelis, S. Fielding, M. Browning, M. Huston, K. Corrigan, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$325.00	0.8	\$260.00
Chatten, Colin	Research tax implications of section 368(a)(1)(G) reorganization.	\$325.00	2.4	\$780.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/14/2018				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, D. Hoffman, M. Butler, J. Allegretti, B. Collins (all Deloitte), Deloitte audit team, Weil tax team, Sears tax team, and Sears management personnel to discuss status of tax findings.	\$325.00	1.1	\$357.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, D. Hoffman, M. Butler, J. Allegretti, (all Deloitte), Deloitte audit team, Weil tax team, Sears tax team, and Sears management personnel to discuss status of tax findings.	\$975.00	1.1	\$1,072.50
Collins, Bryan	Weekly advisor call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Huston, K. Corrigan, J. Forrest, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$975.00	0.8	\$780.00
Collins, Bryan	Review and comment on presentation slides for meeting with Sears senior management.	\$975.00	2.4	\$2,340.00
Collins, Bryan	Call with E. Tzavelis and S. Fielding (both Deloitte) regarding model output slides and assumptions.	\$975.00	0.7	\$682.50
Corrigan, Kevin	Weekly advisor call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Huston, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Review real property apportionment information for Idaho.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real property apportionment information for Georgia.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real property apportionment information for Hawaii.	\$595.00	0.2	\$119.00
Fairchild, Chris	Perform South Carolina research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/14/2018				
Fairchild, Chris	Perform Texas research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Review of research into state conformity with IRC 172(a)(2).	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform New York City research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Vermont research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Rhode Island research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Virginia research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Utah research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform West Virginia research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Wisconsin research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Tennessee research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Feldscher, Taylor	Discuss methodology and research for client's sales tax deliverable with C. Newport (Deloitte).	\$450.00	0.3	\$135.00
Feldscher, Taylor	Review taxability matrix comments for Wyoming.	\$450.00	0.3	\$135.00
Fielding, Stephen	Review attribute reduction model for new assumptions and outputs.	\$595.00	1.5	\$892.50
Fielding, Stephen	Call with B. Collins and E. Tzavelis (both Deloitte) regarding model output slides and assumptions.	\$595.00	0.7	\$416.50
Fielding, Stephen	Weekly advisor call with E. Tzavelis, M. Browning, C. Chatten, M. Huston, K. Corrigan, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$595.00	0.8	\$476.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/14/2018				
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, D. Hoffman, M. Butler, J. Allegretti, B. Collins (all Deloitte), Deloitte audit team, Weil tax team, Sears tax team, and Sears management personnel to discuss status of tax findings.	\$595.00	1.1	\$654.50
Forrest, Jonathan	Weekly advisor call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Huston, K. Corrigan, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$975.00	0.8	\$780.00
Hoffman, David	Review restructuring tax analysis.	\$850.00	1.5	\$1,275.00
Hoffman, David	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, D. Hoffman, M. Butler, J. Allegretti, B. Collins (all Deloitte), Deloitte audit team, Weil tax team, Sears tax team, and Sears management personnel to discuss status of tax findings.	\$850.00	1.1	\$935.00
Hospodarsky, Sara	Review data from Sears Roebuck returns.	\$325.00	0.8	\$260.00
Huston, Michael	Weekly advisor call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, K. Corrigan, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$850.00	0.8	\$680.00
Malik, Sana	Research whether Hawaii conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Idaho conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Illinois conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/14/2018				
Malik, Sana	Research whether Indiana conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Iowa conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Update NOL research for Alaska.	\$450.00	1.0	\$450.00
Omar, Fatin	Review transfer tax analysis.	\$725.00	0.2	\$145.00
Schreiber, Mendy	Research characterizations of Sears G reorganization.	\$450.00	1.0	\$450.00
Schreiber, Mendy	Weekly advisor call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Huston, K. Corrigan, J. Forrest, B. Collins, B. Baily, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump	\$450.00	0.8	\$360.00
Tzavelis, Elias	Review cash tax model.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, D. Hoffman, M. Butler, J. Allegretti, B. Collins (all Deloitte), Deloitte audit team, Weil tax team, Sears tax team, and Sears management personnel to discuss status of tax findings.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Weekly advisor call with S. Fielding, M. Browning, C. Chatten, M. Huston, K. Corrigan, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$850.00	0.8	\$680.00
12/15/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Arkansas.	\$450.00	0.7	\$315.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in California.	\$450.00	0.7	\$315.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/15/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Colorado.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Alabama.	\$450.00	0.8	\$360.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Arizona.	\$450.00	0.5	\$225.00
12/16/2018				
Chatten, Colin	Review updated third quarter information in Sears Holding Corporation 10-Q.	\$325.00	0.7	\$227.50
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Kansas.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Kentucky.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Louisiana.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Georgia.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Hawaii.	\$450.00	0.8	\$360.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Idaho.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Illinois.	\$450.00	0.7	\$315.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Indiana.	\$450.00	0.7	\$315.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Iowa.	\$450.00	0.5	\$225.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/16/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Connecticut.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in District of Columbia.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Florida.	\$450.00	0.5	\$225.00
Tzavelis, Elias	Call with M. Browning (Deloitte) to discuss emergence transaction structure steps.	\$850.00	0.5	\$425.00
12/17/2018				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding third quarter tax basis balance sheet.	\$325.00	0.5	\$162.50
Allegretti, Joe	Review liabilities to assess whether they tie to their source.	\$325.00	0.3	\$97.50
Allegretti, Joe	Draft email to M. Butler (Deloitte) regarding tax basis balance sheet for 2018 amounts.	\$325.00	0.8	\$260.00
Allegretti, Joe	Analyze draft tax basis balance sheet.	\$325.00	0.3	\$97.50
Allegretti, Joe	Update the tax attribute model to have the section 108(e)(2) liabilities link to a switch on the control sheet tab.	\$325.00	3.0	\$975.00
Baily, Brianna	Review Sears 382 model.	\$595.00	1.2	\$714.00
Baily, Brianna	Review new Sears 10-Q.	\$595.00	0.9	\$535.50
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding third quarter tax basis balance sheet.	\$450.00	0.5	\$225.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, O. Fatin, M. Paxton, B. Sullivan, J. Espinola (all Deloitte), S. Brokke, and M. Morrie (both Sears) regarding schedule of store ownership by legal entity.	\$450.00	0.4	\$180.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/17/2018				
Browning, Maria	Call with E. Tzavelis, S. Fielding, B. Sullivan, J. Espinola, and F. Omar (all Deloitte) to discuss potential transfer tax exposure and analysis.	\$450.00	0.5	\$225.00
Browning, Maria	Follow-up call with E. Tzavelis, S. Fielding, C. Chatten, and M. Lew (all Deloitte) regarding store ownership by legal entity.	\$450.00	0.1	\$45.00
Browning, Maria	Draft emergence structure slides.	\$450.00	2.8	\$1,260.00
Butler, Mike	Review coding of book balance sheet in order to refine tax basis balance sheet as of November 3, 2018.	\$595.00	2.2	\$1,309.00
Butler, Mike	Review deferred tax workpapers in order to refine tax basis balance sheet as of November 3, 2018.	\$595.00	2.4	\$1,428.00
Butler, Mike	Review model outputs for revised tax calculations.	\$595.00	2.7	\$1,606.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding third quarter tax basis balance sheet.	\$595.00	0.5	\$297.50
Chatten, Colin	Follow-up call with E. Tzavelis, S. Fielding, M. Browning, and M. Lew (all Deloitte) regarding store ownership by legal entity.	\$325.00	0.1	\$32.50
Chatten, Colin	Revise emergence transaction structure slides.	\$325.00	3.2	\$1,040.00
Chatten, Colin	Research tax implications of Williams transaction.	\$325.00	1.5	\$487.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding third quarter tax basis balance sheet.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, O. Fatin, M. Paxton, B. Sullivan, J. Espinola (all Deloitte), S. Brokke, and M. Morrie (both Sears) regarding schedule of store ownership by legal entity.	\$325.00	0.4	\$130.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/17/2018				
Espinola, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, O. Fatin, M. Paxton, B. Sullivan (all Deloitte), S. Brokke, and M. Morrie (both Sears) regarding schedule of store ownership by legal entity.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Kentucky.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Louisiana.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Maine.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Maryland.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Massachusetts.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Call with M. Browning, E. Tzavelis, F. Omar, and B. Sullivan (all Deloitte) regarding transfer tax model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Illinois.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Indiana.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Iowa.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Kansas.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review transfer tax model and assumptions and notes.	\$595.00	0.4	\$238.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/17/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Texas.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Maine.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Maryland.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Massachusetts.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Michigan.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Minnesota.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Mississippi.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Missouri.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Nebraska.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Nevada.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New Jersey.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New Mexico.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New York.	\$450.00	0.5	\$225.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/17/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in North Carolina.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in North Dakota.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Ohio.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Oklahoma.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Pennsylvania.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Rhode Island.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in South Carolina.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in South Dakota.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Tennessee.	\$450.00	0.3	\$135.00
Fielding, Stephen	Call with E. Tzavelis, B. Sullivan, J. Espinola, F. Omar, and M. Browning (all Deloitte) to discuss potential transfer tax exposure and analysis.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding third quarter tax basis balance sheet.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/17/2018				
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, O. Fatin, M. Paxton, B. Sullivan, J. Espinola (all Deloitte), S. Brokke, and M. Morrie (both Sears) regarding schedule of store ownership by legal entity.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, and M. Lew (all Deloitte) regarding store ownership by legal entity.	\$595.00	0.1	\$59.50
Fielding, Stephen	Research various rulings and their applicability to potential emergence transactions.	\$595.00	1.9	\$1,130.50
Forrest, Jonathan	Meeting with M. Schreiber (Deloitte) to discuss potential characterizations of Sears G Reorganizations.	\$975.00	0.3	\$292.50
Hermanson, Tom	Discussion of Indian and Hong Kong transfer pricing issues with P. Yoo (Deloitte) and L. Meerschaert and R. Boyle of Sears.	\$850.00	0.9	\$765.00
Malik, Sana	Research whether Minnesota conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Kentucky conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Louisiana conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Maine conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Maryland conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Massachusetts conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/17/2018				
Malik, Sana	Research whether Michigan conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Kansas conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Omar, Fatin	Call with E. Tzavelis, S. Fielding, B. Sullivan, J. Espinola, and M. Browning (all Deloitte) to discuss potential transfer tax exposure and analysis.	\$725.00	0.5	\$362.50
Omar, Fatin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Paxton, B. Sullivan, J. Espinola (all Deloitte), S. Brokke, and M. Morrie (both Sears) regarding schedule of store ownership by legal entity.	\$725.00	0.4	\$290.00
Paxton, Michael	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, O. Fatin, B. Sullivan, J. Espinola (all Deloitte), S. Brokke, and M. Morrie (both Sears) regarding schedule of store ownership by legal entity.	\$725.00	0.4	\$290.00
Savage, Tara	Review 13D filings for ESL total shares.	\$725.00	0.3	\$217.50
Schreiber, Mendy	Meeting with J. Forrest (Deloitte) to discuss potential characterizations of Sears G Reorganizations.	\$450.00	0.3	\$135.00
Schreiber, Mendy	Research characterizations of Sears G reorganization.	\$450.00	3.0	\$1,350.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, B. Sullivan, J. Espinola, F. Omar, and M. Browning (all Deloitte) to discuss potential transfer tax exposure and analysis.	\$850.00	0.5	\$425.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, O. Fatin, M. Paxton, J. Espinola (all Deloitte), S. Brokke, and M. Morrie (both Sears) regarding schedule of store ownership by legal entity.	\$850.00	0.4	\$340.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/17/2018				
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, O. Fatin, M. Paxton, B. Sullivan, J. Espinola (all Deloitte), S. Brokke, and M. Morrie (both Sears) regarding schedule of store ownership by legal entity.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, and M. Lew (all Deloitte) regarding store ownership by legal entity.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with S. Fielding, B. Sullivan, J. Espinola, F. Omar, and M. Browning (all Deloitte) to discuss potential transfer tax exposure and analysis.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding third quarter tax basis balance sheet.	\$850.00	0.5	\$425.00
Yoo, Peter	Discussion of Indian and Hong Kong transfer pricing issues with T. Hermanson (Deloitte) and L. Meerschaert and R. Boyle of Sears.	\$850.00	0.9	\$765.00
12/18/2018				
Allegretti, Joe	Prepare tax attribute reduction model and recent tax basis balance sheet for call with the client.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding status of certain outstanding items.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding status of tax basis balance sheet.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Browning, M. Schreiber, C. Chatten, and M. Butler (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$325.00	1.0	\$325.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss the outputs within the tax attribute reduction model to be included in the restructuring slide deck.	\$325.00	0.9	\$292.50
Allegretti, Joe	Update tax attribute reduction model based on the additional discussions related to the taxable asset sale.	\$325.00	0.3	\$97.50
Allegretti, Joe	Update the tax attribute reduction model's deliverable slides.	\$325.00	0.3	\$97.50
Allegretti, Joe	Update the tax attribute reduction model for the scenarios discussed with Lazard.	\$325.00	0.8	\$260.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to update the tax attribute reduction model for the scenarios recently discussed with Lazard related to the G reorganization and taxable asset sale.	\$325.00	3.0	\$975.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Butler, M. Browning, and C. Chatten (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$325.00	1.2	\$390.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte), L. Meerschaert, C. Olsen, and D. Meyer (Sears) regarding updated tax basis balance sheet.	\$325.00	0.7	\$227.50
Baily, Brianna	Review Sears 382 memo.	\$595.00	1.5	\$892.50
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti (all Deloitte), L. Meerschaert, C. Olsen, and D. Meyer (Sears) regarding updated tax basis balance sheet.	\$450.00	0.7	\$315.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding status of certain outstanding items.	\$450.00	0.7	\$315.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding status of tax basis balance sheet.	\$450.00	0.5	\$225.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Browning, Maria	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and C. Chatten (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$450.00	1.2	\$540.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding request from Lazard.	\$450.00	1.2	\$540.00
Browning, Maria	Update Sears transaction step slide.	\$450.00	2.9	\$1,305.00
Browning, Maria	Discussion with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding emergence scenarios.	\$450.00	1.1	\$495.00
Browning, Maria	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, C. Chatten, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$450.00	1.0	\$450.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding status of tax basis balance sheet.	\$595.00	0.5	\$297.50
Butler, Mike	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Browning, M. Schreiber, C. Chatten, and J. Allegretti (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$595.00	1.0	\$595.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss the outputs within the tax attribute reduction model to be included in the restructuring slide deck.	\$595.00	0.9	\$535.50
Butler, Mike	Meeting with J. Allegretti (Deloitte) to update the tax attribute reduction model for the scenarios recently discussed with Lazard related to the G reorganization and taxable asset sale.	\$595.00	3.0	\$1,785.00
Butler, Mike	Review revised tax slides and tax model outputs.	\$595.00	2.2	\$1,309.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Butler, Mike	Call with E. Tzavelis, S. Fielding, J. Allegretti, M. Browning, and C. Chatten (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$595.00	1.2	\$714.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti (all Deloitte), L. Meerschaert, C. Olsen, and D. Meyer (Sears) regarding updated tax basis balance sheet.	\$595.00	0.7	\$416.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding status of certain outstanding items.	\$595.00	0.7	\$416.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and M. Browning (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$325.00	1.2	\$390.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti (all Deloitte), L. Meerschaert, C. Olsen, and D. Meyer (Sears) regarding updated tax basis balance sheet.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding status of certain outstanding items.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding status of tax basis balance sheet.	\$325.00	0.5	\$162.50
Chatten, Colin	Discussion with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) regarding emergence scenarios.	\$325.00	1.1	\$357.50
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) regarding request from Lazard.	\$325.00	1.2	\$390.00
Chatten, Colin	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Browning, and M. Schreiber (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$325.00	1.0	\$325.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Chatten, Colin	Call with E. Tzavelis, B. Collins, and S. Fielding (all Deloitte) regarding status and timing of certain deliverables.	\$325.00	0.2	\$65.00
Chatten, Colin	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Browning, M. Schreiber, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$325.00	1.0	\$325.00
Collins, Bryan	Call with E. Tzavelis, F. Fielding, M. Browning, C. Chaten, and J. Forrest (all Deloitte) regarding status and timing of certain deliverables.	\$975.00	0.2	\$195.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, M. Schreiber, C. Chaten, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$975.00	1.0	\$975.00
Espinola, Jonathan	Draft email to B. Sullivan (Deloitte) regarding transfer tax summary.	\$595.00	0.1	\$59.50
Espinola, Jonathan	Meeting with F. Omar (Deloitte) regarding summary transfer tax email.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Michigan.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Minnesota.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Mississippi.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Missouri.	\$595.00	0.3	\$178.50
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Alabama.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Arizona.	\$450.00	0.1	\$45.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Arkansas.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Tennessee.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Texas.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Utah.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Utah.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Wyoming.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Vermont.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Virginia.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Washington.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Washington.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in West Virginia.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in California.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Colorado.	\$450.00	0.2	\$90.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Connecticut.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Virginia.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Wisconsin.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Wisconsin.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Illinois.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Maine.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in District of Columbia.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Florida.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Georgia.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Hawaii.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Idaho.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Missouri.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Indiana.	\$450.00	0.2	\$90.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Iowa.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Kansas.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Kentucky.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Louisiana.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in North Carolina.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Maryland.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Massachusetts.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Michigan.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Minnesota.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Mississippi.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in South Carolina.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Nebraska.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Nevada.	\$450.00	0.2	\$90.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New Jersey.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New Mexico.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New York.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Vermont.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in North Dakota.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Ohio.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Oklahoma.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Pennsylvania.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Rhode Island.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in West Virginia.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in South Dakota.	\$450.00	0.1	\$45.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, F. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding status and timing of certain deliverables.	\$595.00	0.2	\$119.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Fielding, Stephen	Call with E. Tzavelis, B. Collins, J. Forrest, M. Browning, M. Schreiber, C. Chatten, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti (all Deloitte), L. Meerschaert, C. Olsen, and D. Meyer (Sears) regarding updated tax basis balance sheet.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding status of certain outstanding items.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding status of tax basis balance sheet.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, M. Butler, J. Allegretti, M. Browning, and C. Chatten (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$595.00	1.2	\$714.00
Fielding, Stephen	Discussion with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) regarding emergence scenarios.	\$595.00	1.1	\$654.50
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) regarding request from Lazard.	\$595.00	1.2	\$714.00
Forrest, Jonathan	Call with E. Tzavelis, B. Collins, S. Fielding, M. Browning, M. Schreiber, C. Chatten, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$975.00	1.0	\$975.00
Hospodarsky, Sara	Begin work on basis file for Sears Stock Basis study.	\$325.00	0.8	\$260.00
Malik, Sana	Research whether Mississippi conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Malik, Sana	Research whether Missouri conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Montana conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Nebraska conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether New Hampshire conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether New Jersey conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether North Carolina conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether North Dakota conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Savage, Tara	Review 13D filings for ESL total shares and reconfirm shares tie to tax models.	\$725.00	1.5	\$1,087.50
Savage, Tara	Prepare additional schedule to reconcile ESL shares and to track distributions by ESL entities.	\$725.00	1.8	\$1,305.00
Savage, Tara	Update memo for treatment of ESL distributions as stock sales in the model.	\$725.00	0.5	\$362.50
Schreiber, Mendy	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$450.00	1.0	\$450.00
Schreiber, Mendy	Research characterizations of Sears G reorganization.	\$450.00	3.5	\$1,575.00
Tarrant, Steve	Review of section 382 analysis.	\$850.00	0.7	\$595.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti (all Deloitte), L. Meerschaert, C. Olsen, and D. Meyer (Sears) regarding updated tax basis balance sheet.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding status of tax basis balance sheet.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with B. Collins, F. Fielding, and C. Chatten (all Deloitte) regarding status and timing of certain deliverables.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with B. Collins, J. Forrest, S. Fielding, M. Browning, M. Schreiber, C. Chatten, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding request from Lazard.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding status of certain outstanding items.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, M. Butler, J. Allegretti, M. Browning, and C. Chatten (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Discussion with S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding emergence scenarios.	\$850.00	1.1	\$935.00
12/19/2018				
Allegretti, Joe	Call with M. Butler, S. Fielding, and M. Browning (all Deloitte) to discuss the taxable asset scenario within the tax attribute reduction model.	\$325.00	0.2	\$65.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/19/2018				
Allegretti, Joe	Call with M. Butler, S. Fielding, E. Tzavelis, M. Browning, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$325.00	0.8	\$260.00
Allegretti, Joe	Code the cumulative deferred balances provided by the Company and pull into the tax attribute reduction model.	\$325.00	3.0	\$975.00
Allegretti, Joe	Update 2018 cumulative deferred balances worksheet to pull into the tax attribute reduction model.	\$325.00	1.4	\$455.00
Allegretti, Joe	Update the tax attribute model and 2018 draft of the tax basis balance sheet.	\$325.00	2.2	\$715.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to refine the tax attribute reduction model and continue to draft the 2018 tax basis balance sheet.	\$325.00	2.8	\$910.00
Allegretti, Joe	Call with M. Butler, M. Paxton, and J. Espinola (all Deloitte) to discuss the tax attribute reduction model and potential assumptions for the state tax analysis.	\$325.00	0.5	\$162.50
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	4.3	\$1,397.50
Baily, Brianna	Revise prior transaction summary.	\$595.00	1.3	\$773.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Collins, J. Forrest, M. Schreiber, S. Tarrant, J. Lowry, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$595.00	0.4	\$238.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, B. Collins, J. Forrest, B. Baily, M. Schreiber, S. Tarrant, J. Lowry, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$450.00	0.4	\$180.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/19/2018				
Browning, Maria	Call with E. Tzavelis and S. Fielding (both Deloitte) to discuss allocation of value to assets.	\$450.00	0.6	\$270.00
Browning, Maria	Call with J. Allegretti, M. Butler, and S. Fielding (all Deloitte) to discuss the taxable asset scenario within the tax attribute reduction model.	\$450.00	0.2	\$90.00
Browning, Maria	Call with J. Allegretti, S. Fielding, E. Tzavelis, M. Browning, B. Sullivan, M. Paxton, and J. Espinola (all Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$450.00	0.8	\$360.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$450.00	0.7	\$315.00
Browning, Maria	Analyze store location information.	\$450.00	2.8	\$1,260.00
Browning, Maria	Update transaction steps for potential emergence transaction scenarios.	\$450.00	2.9	\$1,305.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to refine the tax attribute reduction model and continue to draft the 2018 tax basis balance sheet.	\$595.00	2.8	\$1,666.00
Butler, Mike	Review revised tax model outputs.	\$595.00	1.4	\$833.00
Butler, Mike	Review updated tax basis balance sheet for coding of deferreds and calculation of tax basis in assets.	\$595.00	2.9	\$1,725.50
Butler, Mike	Call with J. Allegretti, S. Fielding, and M. Browning (all Deloitte) to discuss the taxable asset scenario within the tax attribute reduction model.	\$595.00	0.2	\$119.00
Butler, Mike	Call with J. Allegretti, M. Paxton, and J. Espinola (all Deloitte) to discuss the tax attribute reduction model and potential assumptions for the state tax analysis.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/19/2018				
Butler, Mike	Call with J. Allegretti, S. Fielding, E. Tzavelis, M. Browning, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$595.00	0.8	\$476.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, B. Collins, J. Forrest, B. Baily, M. Schreiber, S. Tarrant, J. Lowry, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$325.00	0.4	\$130.00
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$325.00	0.7	\$227.50
Collins, Bryan	Review section 382 study spreadsheets.	\$975.00	0.7	\$682.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Baily, and M. Browning (all Deloitte) to discuss slides depicting tax alternative scenarios.	\$975.00	0.9	\$877.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, J. Forrest, B. Baily, M. Schreiber, S. Tarrant, J. Lowry, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$975.00	0.4	\$390.00
Espinola, Jonathan	Call with J. Allegretti, M. Butler, and M. Paxton (all Deloitte) regarding taxable gain model and state specific information for state model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with M. Paxton (Deloitte) regarding state tax model and possible methodology.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Call with B. Sullivan and M. Paxton (both Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$595.00	0.3	\$178.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/19/2018				
Espinola, Jonathan	Call with C. Fairchild (Deloitte) regarding state income tax model formula revisions.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Update state gain model for taxable asset sale scenario with NOL limitation.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with M. Paxton and B. Sullivan (both Deloitte) regarding state modeling of taxable asset sale scenario and available information.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, M. Browning, B. Sullivan and M. Paxton (all Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$595.00	0.8	\$476.00
Fairchild, Chris	Revise state income tax model formula.	\$325.00	0.7	\$227.50
Fairchild, Chris	Call with J. Espinola (Deloitte) regarding state income tax model formula revision.	\$325.00	0.2	\$65.00
Fielding, Stephen	Update attribute reduction model for various value scenarios.	\$595.00	2.4	\$1,428.00
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with E. Tzavelis and M. Browning (both Deloitte) to discuss allocation of value to assets.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, B. Collins, J. Forrest, B. Baily, M. Schreiber, S. Tarrant, J. Lowry, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$595.00	0.4	\$238.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/19/2018				
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, M. Browning, B. Sullivan, M. Paxton, and J. Espinola (all Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$595.00	0.8	\$476.00
Fielding, Stephen	Draft attribute reduction model assumptions.	\$595.00	1.8	\$1,071.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, and M. Browning (all Deloitte) to discuss the taxable asset scenario within the tax attribute reduction model.	\$595.00	0.2	\$119.00
Forrest, Jonathan	Review restructuring alternatives.	\$975.00	0.8	\$780.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Collins, B. Baily, M. Schreiber, S. Tarrant, J. Lowry, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$975.00	0.4	\$390.00
Hermanson, Tom	Follow-up with R. Boyle and L. Meerschaert of Sears on transfer pricing, MTN, and 1099 reporting issues.	\$850.00	1.5	\$1,275.00
Hoffman, David	Review news on credit bid and related correspondence with E. Tzavelis (Deloitte).	\$850.00	0.6	\$510.00
Hospodarsky, Sara	Prepare DTEP basis file for Sears Stock Basis study.	\$325.00	2.1	\$682.50
Lowry, Jamie	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Collins, J. Forrest, B. Baily, M. Schreiber, S. Tarrant, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$595.00	0.4	\$238.00
Malik, Sana	Research whether South Carolina conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether New Mexico conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/19/2018				
Malik, Sana	Research whether New York City conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether New York conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Oklahoma conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Oregon conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Pennsylvania conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Rhode island conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Omar, Fatin	Prepare transfer tax analysis.	\$725.00	0.3	\$217.50
Paxton, Michael	Call with J. Allegretti, M. Butler, and J. Espinola (all Deloitte) to discuss the tax attribute reduction model and potential assumptions for the state tax analysis.	\$725.00	0.5	\$362.50
Paxton, Michael	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, M. Browning, B. Sullivan, and J. Espinola (all Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$725.00	0.8	\$580.00
Paxton, Michael	Review federal tax asset sale model and consider potential state implications.	\$725.00	1.1	\$797.50
Paxton, Michael	Call with B. Sullivan and J. Espinola (both Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$725.00	0.3	\$217.50
Savage, Tara	Prepare ESL questionnaire with information from 2014 to 2018.	\$725.00	1.0	\$725.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/19/2018				
Savage, Tara	Update memo for treatment of ESL distributions as stock sales in the model.	\$725.00	1.5	\$1,087.50
Savage, Tara	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Collins, J. Forrest, B. Baily, M. Schreiber, S. Tarrant, and J. Lowry (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$725.00	0.4	\$290.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Collins, J. Forrest, B. Baily, S. Tarrant, J. Lowry, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$450.00	0.4	\$180.00
Sullivan, Brian	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, M. Browning, M. Paxton and J. Espinola (all Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$850.00	0.8	\$680.00
Sullivan, Brian	Call with M. Paxton and J. Espinola (both Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$850.00	0.3	\$255.00
Tarrant, Steve	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Collins, J. Forrest, B. Baily, M. Schreiber, J. Lowry, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding and M. Browning (both Deloitte) to discuss allocation of value to assets.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, M. Browning, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$850.00	0.8	\$680.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/19/2018				
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, B. Collins, J. Forrest, B. Baily, M. Schreiber, S. Tarrant, J. Lowry, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$850.00	0.4	\$340.00
12/20/2018				
Allegretti, Joe	Review tax attribute model.	\$325.00	0.7	\$227.50
Allegretti, Joe	Prepare Excel spreadsheet regarding detailed breakdown of deferred tax balances.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with M. Butler, J. Espinola, and B. Sullivan (all Deloitte) to discuss the structure of the tax attribute reduction model and the different scenarios.	\$325.00	0.2	\$65.00
Allegretti, Joe	Update the tax attribute reduction model for the net operating loss detailed tables to include in the restructuring slides.	\$325.00	1.6	\$520.00
Allegretti, Joe	Analyze 2018 deferred balances and trace them through to their respective general ledger accounts.	\$325.00	3.0	\$975.00
Allegretti, Joe	Call with M. Butler, K. Lauret, and M. Allen (all Deloitte) to discuss the methodology behind the Company's book basis balance sheet and its general ledger accounting.	\$325.00	0.2	\$65.00
Allegretti, Joe	Call with M. Butler, S. Fielding, E. Tzavelis, and M. Browning (all Deloitte) to discuss updated to the tax attribute reduction model and restructuring slide deck based on prior call with Washington National Tax team.	\$325.00	0.3	\$97.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/20/2018				
Allegretti, Joe	Call with E. Tzavelis, B. Collins, S. Fielding, M. Butler, B. Baily, and M. Browning (all Deloitte) to discuss slides depicting tax alternative scenarios.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss the updates to the tax attribute model, specifically related to the net operating loss detail.	\$325.00	0.3	\$97.50
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	3.7	\$1,202.50
Baily, Brianna	Call with E. Tzavelis, B. Collins, S. Fielding, M. Butler, J. Allegretti, and M. Browning (all Deloitte) to discuss slides depicting tax alternative scenarios.	\$595.00	0.9	\$535.50
Baily, Brianna	Review update restructuring alternatives slides.	\$595.00	1.3	\$773.50
Browning, Maria	Call with J. Allegretti, M. Butler, S. Fielding, and E. Tzavelis (all Deloitte) to discuss updated to the tax attribute reduction model and restructuring slide deck based on prior call with Washington National Tax team.	\$450.00	0.3	\$135.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding (both Deloitte), R. Boyle, C. Olsen, and D. Meyer (all Sears) to discuss ESL tax data requests.	\$450.00	0.5	\$225.00
Browning, Maria	Analyze list of open and closed stores by legal entity owner and location for transfer tax purposes.	\$450.00	2.6	\$1,170.00
Browning, Maria	Update tax emergence transaction scenario deck.	\$450.00	2.5	\$1,125.00
Browning, Maria	Meeting with E. Tzavelis and S. Fielding (both Deloitte) to discuss tax emergence transaction model output slides.	\$450.00	0.7	\$315.00
Browning, Maria	Call with E. Tzavelis, B. Collins, S. Fielding, M. Butler, J. Allegretti, and B. Baily (all Deloitte) to discuss slides depicting tax alternative scenarios.	\$450.00	0.9	\$405.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/20/2018				
Browning, Maria	Call with E. Tzavelis, B. Sullivan, S. Fielding (all Deloitte) to discuss adding state tax information to tax transaction model.	\$450.00	0.6	\$270.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding (both Deloitte), and S. Goldring (Weil) to discuss tax emergence transaction model output slides.	\$450.00	0.9	\$405.00
Browning, Maria	Call with E. Tzavelis, S. Fielding (both Deloitte), L. Meerschaert, R. Boyle, and C. Olsen (all Sears) to discuss Sears Home Services business line.	\$450.00	0.6	\$270.00
Butler, Mike	Call with J. Allegretti, S. Fielding, E. Tzavelis and M. Browning (all Deloitte) to discuss updated to the tax attribute reduction model and restructuring slide deck based on prior call with Washington National Tax team.	\$595.00	0.3	\$178.50
Butler, Mike	Call with J. Allegretti, J. Espinola, and B. Sullivan (all Deloitte) to discuss the structure of the tax attribute reduction model and the different scenarios.	\$595.00	0.2	\$119.00
Butler, Mike	Call with J. Allegretti, K. Lauret, and M. Allen (all Deloitte) to discuss the methodology behind the Company's book basis balance sheet and its general ledger accounting.	\$595.00	0.2	\$119.00
Butler, Mike	Update modeling scenarios and tax outputs.	\$595.00	2.8	\$1,666.00
Butler, Mike	Review updated tax basis balance sheet for calculation of tax basis as of November 3, 2018.	\$595.00	2.9	\$1,725.50
Butler, Mike	Draft email to Sears tax team regarding process of building the tax basis balance sheet and open information needed.	\$595.00	1.4	\$833.00
Chatten, Colin	Revise schedule of store and real estate ownership by legal/tax entity and financial reporting entity.	\$325.00	4.6	\$1,495.00
Collins, Bryan	Review tax model output slides.	\$975.00	1.0	\$975.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
------	-------------	------	-------	------

Tax Restructuring Services

12/20/2018

Espinola, Jonathan	Call with C. Kim (Deloitte) regarding state attribute reduction model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with J. Allegretti, M. Butler, and B. Sullivan (all Deloitte) to discuss the structure of the tax attribute reduction model and the different scenarios.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Prepare draft transfer tax summary.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Review state attribute reduction formulas.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review email correspondence from B. Sullivan (Deloitte) regarding transfer tax model.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Prepare state template to analyze state tax reduction.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, M. Butler, J. Allegretti, B. Baily, and M. Browning (all Deloitte) to discuss slides depicting tax alternative scenarios.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning (both Deloitte), L. Meerschaert, R. Boyle, and C. Olsen (Sears) to discuss Sears Home Services business line.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis and M. Browning (all Deloitte) to discuss updated to the tax attribute reduction model and restructuring slide deck based on prior call with Washington National Tax team.	\$595.00	0.3	\$178.50
Fielding, Stephen	Update tax attribute model output summary slides for new assumptions.	\$595.00	4.1	\$2,439.50
Fielding, Stephen	Meeting with E. Tzavelis and M. Browning (both Deloitte) to discuss tax emergence transaction model output slides.	\$595.00	0.7	\$416.50
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning (both Deloitte), R. Boyle, C. Olsen, and D. Meyer (Sears) to discuss ESL tax data requests.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/20/2018				
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning (both Deloitte), and S. Goldring (Weil) to discuss tax emergence transaction model output slides.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, B. Sullivan, and M. Browning (all Deloitte) to discuss adding state tax information to tax transaction model.	\$595.00	0.6	\$357.00
Forrest, Jonathan	Review restructuring alternatives.	\$975.00	0.6	\$585.00
Hospodarsky, Sara	Prepare basis file for Sears Stock Basis study.	\$325.00	2.7	\$877.50
Hospodarsky, Sara	Review entity ownership for basis file for Sears Stock Basis study.	\$325.00	2.9	\$942.50
Hospodarsky, Sara	Input tax data for basis file for Sears Stock Basis study.	\$325.00	2.9	\$942.50
Kim, Charlie	Call with J. Espinola (Deloitte) regarding building out state attribute reduction model.	\$325.00	0.5	\$162.50
Kim, Charlie	Populate Sears Holding Corporation tab of CODI model.	\$325.00	0.8	\$260.00
Malik, Sana	Research whether Texas conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Utah conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Vermont conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Virginia conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether West Virginia conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Update NOL research for Arkansas.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Wisconsin conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/20/2018				
Malik, Sana	Research whether Tennessee conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Omar, Fatin	Review transfer tax analysis.	\$725.00	1.0	\$725.00
Sullivan, Brian	Prepare high-level taxable asset sale scenario state tax projection.	\$850.00	1.4	\$1,190.00
Sullivan, Brian	Review realty transfer tax summary and draft assumptions used in calculations.	\$850.00	1.1	\$935.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) to discuss adding state tax information to tax transaction model.	\$850.00	0.6	\$510.00
Sullivan, Brian	Call with J. Allegretti, M. Butler, and J. Espinola (all Deloitte) to discuss the structure of the tax attribute reduction model and the different scenarios.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with B. Collins, S. Fielding, M. Butler, J. Allegretti, B. Baily, and M. Browning (all Deloitte) to discuss slides depicting tax alternative scenarios.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with B. Sullivan, S. Fielding, and M. Browning (all Deloitte) to discuss adding state tax information to tax transaction model.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, and M. Browning (all Deloitte) to discuss updated to the tax attribute reduction model and restructuring slide deck based on prior call with Washington National Tax team.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with S. Fielding, M. Browning (both Deloitte), L. Meerschaert, R. Boyle, and C. Olsen (all Sears) to discuss Sears Home Services business line.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning (both Deloitte), and S. Goldring (Weil) to discuss tax emergence transaction model output slides.	\$850.00	0.9	\$765.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/20/2018				
Tzavelis, Elias	Meeting with S. Fielding and M. Browning (both Deloitte) to discuss tax emergence transaction model output slides.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning (both Deloitte), R. Boyle, C. Olsen, and D. Meyer (Sears) to discuss ESL tax data requests.	\$850.00	0.5	\$425.00
12/21/2018				
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	2.0	\$650.00
Chatten, Colin	Revise illustrative restructuring alternatives slides.	\$325.00	2.9	\$942.50
Collins, Bryan	Meeting with M. Schreiber (Deloitte) to discuss potential characterizations of Sears G Reorganizations.	\$975.00	0.4	\$390.00
Collins, Bryan	Review and comment on Hong Kong tax response.	\$975.00	0.4	\$390.00
Espinola, Jonathan	Review updated state attribute reduction model and make additional revisions.	\$595.00	0.7	\$416.50
Hospodarsky, Sara	Input tax data for basis file for Sears Stock Basis study.	\$325.00	2.8	\$910.00
Hospodarsky, Sara	Analyze liquidation dates for entities throughout the applicable basis file years for Sears Stock Basis study.	\$325.00	2.2	\$715.00
Malik, Sana	Update NOL research for Arizona.	\$450.00	1.0	\$450.00
Malik, Sana	Update NOL research for Connecticut.	\$450.00	1.0	\$450.00
Malik, Sana	Update NOL research for Georgia.	\$450.00	0.3	\$135.00
Tarrant, Steve	Update Section 382 memo.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Review tax attribute reduction model summary slides.	\$850.00	0.8	\$680.00
12/22/2018				
Allegretti, Joe	Call with S. Fielding and E. Tzavelis (both Deloitte) to discuss the updates to the cancellation of debt calculation within the tax attribute reduction model.	\$325.00	0.4	\$130.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/22/2018				
Allegretti, Joe	Call with S. Fielding (Deloitte) to discuss the update to the cancellation of debt calculation within the tax attribute reduction model.	\$325.00	0.3	\$97.50
Allegretti, Joe	Update cancellation of debt calculation within the tax attribute reduction model.	\$325.00	2.8	\$910.00
Browning, Maria	Call with E. Tzavelis and S. Fielding (both Deloitte) to discuss tax data room deliverables.	\$450.00	1.2	\$540.00
Fielding, Stephen	Call with J. Allegretti (Deloitte) to discuss the update to the cancellation of debt calculation within the tax attribute reduction model.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with J. Allegretti and E. Tzavelis (both Deloitte) to discuss the updates to the cancellation of debt calculation within the tax attribute reduction model.	\$595.00	0.4	\$238.00
Forrest, Jonathan	Call with S. Tarrant (Deloitte) regarding NOL questionnaire.	\$975.00	0.3	\$292.50
Forrest, Jonathan	Review section 382 study and memo.	\$975.00	2.2	\$2,145.00
Tarrant, Steve	Call with J. Forrest (Deloitte) regarding NOL questionnaire.	\$850.00	0.3	\$255.00
Tarrant, Steve	Update to ESL Section 382 questionnaire.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with J. Allegretti and S. Fielding (both Deloitte) to discuss the updates to the cancellation of debt calculation within the tax attribute reduction model.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Review tax attribute reduction model summary slides.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Call with S. Fielding and M. Browning (both Deloitte) to discuss tax data room deliverables.	\$850.00	1.2	\$1,020.00
12/23/2018				
Hoffman, David	Review select case developments for tax workstream implications.	\$850.00	0.5	\$425.00
Hoffman, David	Review summary client analysis and draft basis computations.	\$850.00	1.3	\$1,105.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/23/2018				
Sullivan, Brian	Analyze state sales tax consequences in states that do not provide a casual sale exemption for taxable asset sale scenario.	\$850.00	2.1	\$1,785.00
12/24/2018				
Sullivan, Brian	Research state tax impact of shift of value to trademarks owned by Sears Brands, LLC.	\$850.00	1.4	\$1,190.00
12/25/2018				
Collins, Bryan	Review transaction summary with respect to Sears Home Improvement Products, Inc (SHIP).	\$975.00	0.5	\$487.50
12/26/2018				
Allegretti, Joe	Update the tax attribute reduction model for the updates in the equity value and making any necessary edits to the restructuring slides.	\$325.00	2.3	\$747.50
Allegretti, Joe	Call with M. Butler, M. Browning, E. Tzavelis, and S. Fielding (all Deloitte) to discuss updates to the tax attribution model and restructuring slide deck based on an updated equity value.	\$325.00	0.6	\$195.00
Browning, Maria	Call with E. Tzavelis (Deloitte), R. Boyle, and C. Olsen (both Sears) to discuss data requests on Sears Home Services sale.	\$450.00	0.4	\$180.00
Browning, Maria	Call with E. Tzavelis, B. Collins, S. Fielding (all Deloitte), Sears tax team, and Lazard to discuss potential sale of Sears Home Services.	\$450.00	0.8	\$360.00
Browning, Maria	Call with J. Allegretti, M. Butler, E. Tzavelis, and S. Fielding (all Deloitte) to discuss updates to the tax attribution model and restructuring slide deck based on an updated equity value.	\$450.00	0.6	\$270.00
Browning, Maria	Call with E. Tzavelis, B. Collins (both Deloitte), PwC tax team, Sears, and Lazard to discuss Sears Home Services sale.	\$450.00	0.5	\$225.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/26/2018				
Butler, Mike	Call with J. Allegretti, M. Browning, E. Tzavelis, and S. Fielding (all Deloitte) to discuss updates to the tax attribution model and restructuring slide deck based on an updated equity value.	\$595.00	0.6	\$357.00
Butler, Mike	Review attribute reduction output slides.	\$595.00	0.6	\$357.00
Collins, Bryan	Call with E. Tzavelis, M. Browning (both Deloitte), PwC tax team, Sears, and Lazard to discuss Sears Home Services sale.	\$975.00	0.5	\$487.50
Collins, Bryan	Review and comment on slide presentation for meeting with Sears senior management.	\$975.00	0.4	\$390.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning (all Deloitte), Sears tax team, and Lazard to discuss potential sale of Sears Home Services.	\$975.00	0.8	\$780.00
Fielding, Stephen	Update draft summary attribute reduction output slides for new scenarios and assumptions.	\$595.00	2.9	\$1,725.50
Fielding, Stephen	Call with E. Tzavelis (Deloitte) and S. Goldring of Weil regarding summary output model.	\$595.00	1.7	\$1,011.50
Fielding, Stephen	Call with E. Tzavelis, B. Collins, M. Browning (all Deloitte), Sears tax team, and Lazard to discuss potential sale of Sears Home Services.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, M. Browning, E. Tzavelis (all Deloitte) to discuss updates to the tax attribution model and restructuring slide deck based on an updated equity value.	\$595.00	0.6	\$357.00
Fielding, Stephen	Update summary tax model for new scenarios/transactions.	\$595.00	2.8	\$1,666.00
Tzavelis, Elias	Call with M. Browning (Deloitte), R. Boyle, and C. Olsen (both Sears) to discuss data requests on Sears Home Services sale.	\$850.00	0.6	\$510.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/26/2018				
Tzavelis, Elias	Call with B. Collins, M. Browning (both Deloitte), PwC tax team, Sears, and Lazard to discuss Sears Home Services sale.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with B. Collins, S. Fielding, M. Browning (all Deloitte), Sears tax team, and Lazard to discuss potential sale of Sears Home Services.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, M. Browning, and S. Fielding (all Deloitte) to discuss updates to the tax attribution model and restructuring slide deck based on an updated equity value.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with S. Fielding (Deloitte) and S. Goldring of Weil regarding summary output model.	\$850.00	1.7	\$1,445.00
12/27/2018				
Allegretti, Joe	Call with S. Fielding and E. Tzavelis (both Deloitte) to discuss any updates and changes to the model and slide deck based on Weil's comments.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with M. Butler, S. Fielding, and E. Tzavelis (all Deloitte) to discuss updates to the scenario descriptions and section 382 calculation within the tax attribute reduction model.	\$325.00	0.1	\$32.50
Allegretti, Joe	Call with M. Butler, S. Fielding, M. Browning, E. Tzavelis, and B. Collins (all Deloitte) to discuss the updates to the equity value and cancellation of debt and its impact on the tax attribute reduction model.	\$325.00	1.6	\$520.00
Allegretti, Joe	Edit tax attribute model and the restructuring slides.	\$325.00	1.0	\$325.00
Browning, Maria	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, and B. Collins (all Deloitte) to discuss the updates to the equity value and cancellation of debt and its impact on the tax attribute reduction model.	\$450.00	1.6	\$720.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/27/2018				
Butler, Mike	Call with J. Allegretti, S. Fielding, and E. Tzavelis (all Deloitte) to discuss updates to the scenario descriptions and section 382 calculation within the tax attribute reduction model.	\$595.00	0.1	\$59.50
Butler, Mike	Call with J. Allegretti, S. Fielding, M. Browning, E. Tzavelis, and B. Collins (all Deloitte) to discuss the updates to the equity value and cancellation of debt and its impact on the tax attribute reduction model.	\$595.00	1.6	\$952.00
Collins, Bryan	Review tax summary slides.	\$975.00	1.0	\$975.00
Collins, Bryan	Call with J. Allegretti, M. Butler, S. Fielding, M. Browning, and E. Tzavelis (all Deloitte) to discuss the updates to the equity value and cancellation of debt and its impact on the tax attribute reduction model.	\$975.00	1.6	\$1,560.00
Fielding, Stephen	Update tax attribute model scenarios.	\$595.00	2.7	\$1,606.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, and E. Tzavelis (all Deloitte) to discuss updates to the scenario descriptions and section 382 calculation within the tax attribute reduction model.	\$595.00	0.1	\$59.50
Fielding, Stephen	Call with J. Allegretti and E. Tzavelis (both Deloitte) to discuss any updates and changes to the model and slide deck based on Weil's comments.	\$595.00	0.5	\$297.50
Fielding, Stephen	Update tax attribute model for summarized outputs for deliverable slides.	\$595.00	2.6	\$1,547.00
Fielding, Stephen	Update attribute reduction model for new scenarios.	\$595.00	2.1	\$1,249.50
Tzavelis, Elias	Review stock basis and asset basis schedules.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Review summary tax attribute reduction model.	\$850.00	1.1	\$935.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/27/2018				
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding (all Deloitte) to discuss updates to the scenario descriptions and section 382 calculation within the tax attribute reduction model.	\$850.00	0.1	\$85.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, M. Browning, and B. Collins (all Deloitte) to discuss the updates to the equity value and cancellation of debt and its impact on the tax attribute reduction model.	\$850.00	1.6	\$1,360.00
Tzavelis, Elias	Call with J. Allegretti and S. Fielding (both Deloitte) to discuss any updates and changes to the model and slide deck based on Weil's comments.	\$850.00	0.5	\$425.00
12/28/2018				
Allegretti, Joe	Review tax attribute reduction model.	\$325.00	1.1	\$357.50
Allegretti, Joe	Create next steps to update the intercompany portion and stock basis amounts within the tax attribute reduction model.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss updates to the intercompany debt and stock basis in the tax attribute reduction model.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Butler, B. Collins, J. Forrest, M. Schreiber, and B. Baily (all Deloitte), PwC tax team, Sears tax team, Weil tax team and CGSH tax team.	\$325.00	0.8	\$260.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, B. Collins, M. Schreiber, and M. Butler (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$325.00	0.9	\$292.50
Allegretti, Joe	Weekly advisor call with E. Tzavelis, S. Fielding, M. Butler, B. Collins, J. Forrest, M. Schreiber, B. Baily and T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$325.00	0.6	\$195.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/28/2018				
Allegretti, Joe	Update the stock basis and intercompany portion of the tax attribute reduction model.	\$325.00	2.3	\$747.50
Allegretti, Joe	Update the version of the tax basis balance sheet provided in the data room to show the liabilities (by entity).	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with M. Butler and S. Fielding (both Deloitte) to discuss additional edits based on today's calls with other external advisors.	\$325.00	0.2	\$65.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber (all Deloitte), PwC tax team, Sears tax team, Weil tax team and CGSH tax team.	\$595.00	0.8	\$476.00
Baily, Brianna	Weekly advisor call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, and T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$595.00	0.6	\$357.00
Butler, Mike	Weekly advisor call with E. Tzavelis, S. Fielding, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, B. Baily, and T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$595.00	0.6	\$357.00
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss updates to the intercompany debt and stock basis in the tax attribute reduction model.	\$595.00	0.4	\$238.00
Butler, Mike	Call with J. Allegretti and S. Fielding (both Deloitte) to discuss additional edits based on today's calls with other external advisors.	\$595.00	0.2	\$119.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, J. Allegretti, B. Collins, J. Forrest, M. Schreiber and B. Baily (all Deloitte), PwC tax team, Sears tax team, Weil tax team and CGSH tax team.	\$595.00	0.8	\$476.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/28/2018				
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, B. Collins, M. Schreiber, and J. Allegretti (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$595.00	0.9	\$535.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, B. Collins, M. Schreiber, M. Butler, and J. Allegretti (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$325.00	0.9	\$292.50
Chatten, Colin	Review recent filings in court docket.	\$325.00	1.2	\$390.00
Chatten, Colin	Review notes and follow-up items from weekly status update call.	\$325.00	1.9	\$617.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, J. Forrest, M. Schreiber and B. Baily (all Deloitte), PwC tax team, Sears tax team, Weil tax team and CGSH tax team.	\$975.00	0.8	\$780.00
Collins, Bryan	Call with E. Tzavelis and S. Fielding (both Deloitte), and Weil tax team regarding data room tax information and tax model outputs.	\$975.00	0.8	\$780.00
Collins, Bryan	Review and comment on slide presentation for meeting with Sears senior management.	\$975.00	0.4	\$390.00
Collins, Bryan	Weekly advisor call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, J. Forrest, M. Schreiber, B. Baily, and T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$975.00	0.6	\$585.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Schreiber, M. Butler, and J. Allegretti (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$975.00	0.9	\$877.50
Collins, Bryan	Call with E. Tzavelis (Deloitte), S. Fielding (Deloitte), S. Goldring (Weil) and M. Hoenig (Weil) to discuss attribute reduction model and various transaction scenarios.	\$975.00	0.6	\$585.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/28/2018				
Fielding, Stephen	Discussion with E. Tzavelis (Deloitte) regarding the attribute reduction model/slides and presentation.	\$595.00	0.4	\$238.00
Fielding, Stephen	Weekly advisor call with E. Tzavelis, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, B. Baily and T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$595.00	0.6	\$357.00
Fielding, Stephen	Research debt trading pricing for attribute reduction model.	\$595.00	1.9	\$1,130.50
Fielding, Stephen	Call with E. Tzavelis, B. Collins (both Deloitte), and Weil tax team regarding data room tax information and tax model outputs.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with E. Tzavelis (Deloitte), B. Collins (Deloitte), S. Goldring (Weil), and M. Hoenig (Weil) to discuss attribute reduction model and various transaction scenarios.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, B. Collins, M. Schreiber, M. Butler, and J. Allegretti (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber and B. Baily (all Deloitte), PwC tax team, Sears tax team, Weil tax team and CGSH tax team.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with J. Allegretti and M. Butler (both Deloitte) to discuss additional edits based on today's calls with other external advisors.	\$595.00	0.2	\$119.00
Fielding, Stephen	Update attribute reduction model for various new scenarios.	\$595.00	2.6	\$1,547.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/28/2018				
Forrest, Jonathan	Weekly advisor call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, M. Schreiber, B. Baily and T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$975.00	0.6	\$585.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, M. Schreiber and B. Baily (all Deloitte), PwC tax team, Sears tax team, Weil tax team and CGSH tax team.	\$975.00	0.8	\$780.00
Forrest, Jonathan	Review restructuring alternatives presentation.	\$975.00	1.3	\$1,267.50
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, C. Chatten, B. Collins, M. Butler, and J. Allegretti (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$450.00	0.9	\$405.00
Schreiber, Mendy	Weekly advisor call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily and T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$450.00	0.6	\$270.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, and B. Baily (all Deloitte), PwC tax team, Sears tax team, Weil tax team and CGSH tax team.	\$450.00	0.8	\$360.00
Sullivan, Brian	Research sales tax on motor vehicles in asset sale transaction.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, B. Collins, M. Schreiber, M. Butler, and J. Allegretti (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with B. Collins (Deloitte), S. Fielding (Deloitte), S. Goldring (Weil), and M. Hoenig (Weil) to discuss attribute reduction model and various transaction scenarios.	\$850.00	0.6	\$510.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/28/2018				
Tzavelis, Elias	Discussion with S. Fielding of Deloitte regarding the attribute reduction model/slides and presentation.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber and B. Baily (all Deloitte), PwC tax team, Sears tax team, Weil tax team and CGSH tax team.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with B. Collins and S. Fielding (both Deloitte), and Weil tax team regarding data room tax information and tax model outputs.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Weekly advisor call with S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, B. Baily and T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$850.00	0.6	\$510.00
12/30/2018				
Chatten, Colin	Review recent filings in court docket.	\$325.00	1.7	\$552.50
Collins, Bryan	Review ESL bid information.	\$975.00	1.1	\$1,072.50
12/31/2018				
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss updates in the tax attribute model related to stock basis.	\$325.00	0.1	\$32.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss updates to the intercompany debt and stock basis in the tax attribute reduction model.	\$595.00	0.1	\$59.50
Chatten, Colin	Compare latest ESL bid to prior bid.	\$325.00	1.4	\$455.00
Collins, Bryan	Call with E. Tzavelis and S. Fielding of Deloitte; M. Meghji and R. Riecker of Sears regarding tax attribute model and attribute reduction.	\$975.00	1.1	\$1,072.50
Collins, Bryan	Review and comment on slide presentation for meeting with Sears senior management.	\$975.00	0.8	\$780.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/31/2018				
Collins, Bryan	Call with E. Tzavelis and S. Fielding both of Deloitte regarding tax attribute model follows-ups.	\$975.00	0.3	\$292.50
Fielding, Stephen	Call with E. Tzavelis and B. Collins both of Deloitte regarding tax attribute model follows-ups.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis, B. Collins of Deloitte; M. Meghji and R. Riecker of Sears regarding tax attribute model and attribute reduction.	\$595.00	1.1	\$654.50
Hoffman, David	Review restructuring tax analysis.	\$850.00	1.0	\$850.00
Hoffman, David	Correspondence with E. Tzavelis (Deloitte) regarding creditor call and related developments.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with B. Collins, and S. Fielding of Deloitte; M. Meghji and R. Riecker of Sears regarding tax attribute model and attribute reduction.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Call with B. Collins and S. Fielding both of Deloitte regarding tax attribute model follows-ups.	\$850.00	0.3	\$255.00
Subtotal for Tax Restructuring Services:			1,267.2	\$680,930.50

Tax Transaction Services

12/03/2018

Wrobel, Alex	Review and summary of various loan agreements	\$210.00	2.5	\$525.00
--------------	---	----------	-----	----------

12/04/2018

Wrobel, Alex	Meeting with H. Yanchisin (Deloitte) to discuss various amendments to Sears debt	\$210.00	0.5	\$105.00
Wrobel, Alex	Summarize Sears debt modifications.	\$210.00	0.5	\$105.00
Yanchisin, Helen	Meeting with A. Wrobel (Deloitte) to discuss various amendments to Sears debt	\$625.00	0.5	\$312.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Date	Description	Rate	Hours	Fees
------	-------------	------	-------	------

Tax Transaction Services

12/12/2018

Boyle, Connor	Review Sears Holding Corporation Form 4A from 2012-2014 for listed 5% shareholders.	\$185.00	1.3	\$240.50
---------------	---	----------	-----	----------

12/13/2018

Boyle, Connor	Review 2012 Schedule 13D for stock amounts.	\$185.00	5.2	\$962.00
Boyle, Connor	Review 2013 Schedule 13D for stock amounts.	\$185.00	5.2	\$962.00
Boyle, Connor	Review 2014 Schedule 13D for stock amounts.	\$185.00	5.2	\$962.00
Boyle, Connor	Review 2015 Schedule 13D.	\$185.00	5.2	\$962.00
Boyle, Connor	Review 2016 Schedule 13D.	\$185.00	5.2	\$962.00
Boyle, Connor	Review 2017 Schedule 13D.	\$185.00	5.2	\$962.00
Boyle, Connor	Review 2018 Schedule 13D.	\$185.00	5.2	\$962.00

Subtotal for Tax Transaction Services:

41.7 \$8,022.00

Total		1,408.3	\$750,099.50
--------------	--	----------------	---------------------

Adjustment

50% Non-Working Travel Reduction			(\$25,761.00)
----------------------------------	--	--	---------------

Adjustment Subtotal :			(\$25,761.00)
------------------------------	--	--	----------------------

Total		1,408.3	\$724,338.50
--------------	--	----------------	---------------------

Recapitulation

Name	Rate	Hours	Fees
Bryan, Michael	\$975.00	4.0	\$3,900.00
Collins, Bryan	\$975.00	71.3	\$69,517.50
Drigotas, Elizabeth	\$975.00	4.4	\$4,290.00
Forrest, Jonathan	\$975.00	36.2	\$35,295.00
Van Deusen, Mark	\$975.00	3.0	\$2,925.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Recapitulation

Name	Rate	Hours	Fees
Hermanson, Tom	\$850.00	15.7	\$13,345.00
Hoffman, David	\$850.00	7.5	\$6,375.00
Huston, Michael	\$850.00	3.2	\$2,720.00
Simulis, Charlie	\$850.00	2.5	\$2,125.00
Sullivan, Brian	\$850.00	14.2	\$12,070.00
Tarrant, Steve	\$850.00	8.6	\$7,310.00
Tzavelis, Elias	\$850.00	97.3	\$82,705.00
Yoo, Peter	\$850.00	0.9	\$765.00
Broomhead, Nick	\$725.00	0.4	\$290.00
Omar, Fatin	\$725.00	10.6	\$7,685.00
Paxton, Michael	\$725.00	3.8	\$2,755.00
Savage, Tara	\$725.00	14.5	\$10,512.50
Yanchisin, Helen	\$625.00	0.5	\$312.50
Baily, Brianna	\$595.00	43.4	\$25,823.00
Butler, Mike	\$595.00	125.7	\$74,791.50
Corrigan, Kevin	\$595.00	14.5	\$8,627.50
Espinola, Jonathan	\$595.00	51.7	\$30,761.50
Fielding, Stephen	\$595.00	119.8	\$71,281.00
Lowry, Jamie	\$595.00	3.9	\$2,320.50
Browning, Maria	\$450.00	125.3	\$56,385.00
Feldscher, Taylor	\$450.00	48.4	\$21,780.00
Harrell, Frank	\$450.00	0.4	\$180.00
Ko, Youngbok	\$450.00	21.4	\$9,630.00
Malik, Sana	\$450.00	47.2	\$21,240.00
Schreiber, Mendy	\$450.00	23.7	\$10,665.00
Allegretti, Joe	\$325.00	153.3	\$49,822.50
Atwal, Justin	\$325.00	57.4	\$18,655.00
Chatten, Colin	\$325.00	124.1	\$40,332.50
Elandary, Hannah	\$325.00	1.8	\$585.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Recapitulation

Name	Rate	Hours	Fees
Fairchild, Chris	\$325.00	51.8	\$16,835.00
Hospodarsky, Sara	\$325.00	38.7	\$12,577.50
Kim, Charlie	\$325.00	1.3	\$422.50
Rahman, Rahat	\$325.00	12.2	\$3,965.00
Snow, Allie	\$325.00	2.5	\$812.50
Wrobel, Alex	\$210.00	3.5	\$735.00
Boyle, Connor	\$185.00	37.7	\$6,974.50
50% Non-Working Travel Reduction			<u>(\$25,761.00)</u>
Total		1,408.3	\$724,338.50

Sears Holdings Corporation

Deloitte Tax LLP

Expenses Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Category	Date	Description	Amount
<i>Airfare</i>			
Chatten, Colin	12/01/2018	Roundtrip coach airfare from Chicago, IL to New York, NY	\$511.15
Allegretti, Joe	12/07/2018	Roundtrip coach airfare from Chicago, IL to New York, NY	\$425.90
Butler, Mike	12/07/2018	Roundtrip coach airfare from Chicago, IL to New York, NY	\$485.61
Collins, Bryan	12/10/2018	Roundtrip coach airfare from Washington, DC to Chicago, IL	\$617.89
Tzavelis, Elias	12/10/2018	Roundtrip coach airfare from New York, NY to Chicago, IL	\$621.79
Subtotal for Airfare:			<hr/> \$2,662.34
<i>Hotel</i>			
Baily, Brianna	12/02/2018	Hotel room charge for B. Baily in Hoffman Estates, IL (Marriott)	\$109.65
Baily, Brianna	12/02/2018	Hotel room tax charge for B. Baily in Hoffman Estates, IL (Marriott)	\$14.26
Browning, Maria	12/02/2018	Hotel room charge for M. Browning in Hoffman Estates, IL (Marriott)	\$109.65
Browning, Maria	12/02/2018	Hotel room tax charge for M. Browning in Hoffman Estates, IL (Marriott)	\$16.47
Chatten, Colin	12/02/2018	Hotel room charge for C. Chatten for 2 nights in Hoffman Estates, IL (Marriott)	\$265.90
Collins, Bryan	12/02/2018	Hotel room charge for B. Collins in Hoffman Estates, IL (Marriott)	\$115.00
Collins, Bryan	12/02/2018	Hotel room tax charge for B. Collins in Hoffman Estates, IL (Marriott)	\$14.95
Tzavelis, Elias	12/02/2018	Hotel room charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$129.00
Tzavelis, Elias	12/02/2018	Hotel room tax charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$16.77
Baily, Brianna	12/03/2018	Hotel room charge for B. Baily in Hoffman Estates, IL (Marriott)	\$143.65

Sears Holdings Corporation

Deloitte Tax LLP

Expenses Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Category	Date	Description	Amount
<i>Hotel</i>			
Baily, Brianna	12/03/2018	Hotel room tax charge for B. Baily in Hoffman Estates, IL (Marriott)	\$18.68
Browning, Maria	12/03/2018	Hotel room charge for M. Browning in Hoffman Estates, IL (Marriott)	\$143.65
Browning, Maria	12/03/2018	Hotel room tax charge for M. Browning in Hoffman Estates, IL (Marriott)	\$16.47
Collins, Bryan	12/03/2018	Hotel room charge for B. Collins in Hoffman Estates, IL (Marriott)	\$115.00
Collins, Bryan	12/03/2018	Hotel room tax charge for B. Collins in Hoffman Estates, IL (Marriott)	\$14.95
Fielding, Stephen	12/03/2018	Hotel room charge for S. Fielding in Hoffman Estates, IL (Marriott)	\$115.00
Fielding, Stephen	12/03/2018	Hotel room tax charge for S. Fielding in Hoffman Estates, IL (Marriott)	\$14.95
Tzavelis, Elias	12/03/2018	Hotel room charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$149.00
Tzavelis, Elias	12/03/2018	Hotel room tax charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$19.37
Fielding, Stephen	12/04/2018	Hotel room charge for S. Fielding in Chicago, IL (W hotel)	\$289.00
Fielding, Stephen	12/04/2018	Hotel room tax charge for S. Fielding in Chicago, IL (W hotel)	\$50.29
Allegretti, Joe	12/09/2018	Hotel room charge in New York, NY (Marquis)	\$299.00
Allegretti, Joe	12/09/2018	Hotel room tax charge in New York, NY (Marquis)	\$47.61
Butler, Mike	12/09/2018	Hotel room charge in New York, NY (Marquis)	\$329.00
Butler, Mike	12/09/2018	Hotel room tax charge in New York, NY (Marquis)	\$62.54
Allegretti, Joe	12/10/2018	Hotel room charge in New York, NY (Marquis)	\$359.00
Allegretti, Joe	12/10/2018	Hotel room tax charge in New York, NY (Marquis)	\$56.45
Butler, Mike	12/10/2018	Hotel room charge in New York, NY (Marquis)	\$329.00
Butler, Mike	12/10/2018	Hotel room tax charge in New York, NY (Marquis)	\$62.54
Collins, Bryan	12/13/2018	Hotel room charge for B. Collins in Hoffman Estates, IL (Marriott)	\$109.00
Collins, Bryan	12/13/2018	Hotel room tax charge for B. Collins in Hoffman Estates, IL (Marriott)	\$14.17

Sears Holdings Corporation

Deloitte Tax LLP

Expenses Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Category	Date	Description	Amount
Subtotal for Hotel:			\$3,549.97
<i>Internet Access While Traveling</i>			
Chatten, Colin	12/02/2018	Internet while traveling during flight to perform client work	\$15.99
Chatten, Colin	12/05/2018	Internet while traveling during flight to perform client work	\$12.00
Butler, Mike	12/11/2018	Internet while traveling during flight to perform client work	\$15.99
Subtotal for Internet Access While Traveling:			\$43.98

Meals

Browning, Maria	12/02/2018	Dinner in Hoffman Estates, IL	\$24.16
Browning, Maria	12/02/2018	Lunch in Hoffman Estates, IL	\$17.78
Browning, Maria	12/02/2018	Breakfast in Hoffman Estates, IL	\$10.55
Chatten, Colin	12/02/2018	Lunch at Chicago airport	\$11.38
Collins, Bryan	12/02/2018	Breakfast in Hoffman Estates, IL	\$4.36
Collins, Bryan	12/02/2018	Dinner in Hoffman Estates, IL	\$50.00
Tzavelis, Elias	12/02/2018	Dinner in Hoffman Estates, IL	\$25.16
Allegretti, Joe	12/03/2018	Lunch in Hoffman Estates, IL	\$16.74
Allegretti, Joe	12/03/2018	Breakfast in Hoffman Estates, IL	\$9.83
Baily, Brianna	12/03/2018	Lunch in Hoffman Estates, IL	\$13.38
Baily, Brianna	12/03/2018	Breakfast in Hoffman Estates, IL	\$5.89
Browning, Maria	12/03/2018	Breakfast in Hoffman Estates, IL	\$12.65
Butler, Mike	12/03/2018	Breakfast in Hoffman Estates, IL	\$7.59
Butler, Mike	12/03/2018	Dinner in Hoffman Estates, IL	\$30.20
Chatten, Colin	12/03/2018	Dinner in Hoffman Estates, IL	\$15.07
Chatten, Colin	12/03/2018	Lunch in Hoffman Estates, IL	\$7.02
Collins, Bryan	12/03/2018	Breakfast in Hoffman Estates, IL	\$5.30
Collins, Bryan	12/03/2018	Lunch in Hoffman Estates, IL	\$31.65
Fielding, Stephen	12/03/2018	Lunch in Hoffman Estates, IL	\$16.62

Sears Holdings Corporation

Deloitte Tax LLP

Expenses Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Category	Date	Description	Amount
<i>Meals</i>			
Fielding, Stephen	12/03/2018	Breakfast in Hoffman Estates, IL	\$5.28
Forrest, Jonathan	12/03/2018	Lunch in Hoffman Estates, IL	\$18.55
Forrest, Jonathan	12/03/2018	Breakfast in Hoffman Estates, IL	\$11.13
Allegretti, Joe	12/04/2018	Dinner in Hoffman Estates, IL	\$30.49
Baily, Brianna	12/04/2018	Dinner in Hoffman Estates, IL	\$23.94
Browning, Maria	12/04/2018	Breakfast in Hoffman Estates, IL	\$9.24
Butler, Mike	12/04/2018	Breakfast in Chicago, IL	\$9.47
Chatten, Colin	12/04/2018	Lunch in Hoffman Estates, IL	\$17.87
Chatten, Colin	12/04/2018	Breakfast in Hoffman Estates, IL	\$3.78
Chatten, Colin	12/04/2018	Dinner at Chicago airport	\$35.53
Collins, Bryan	12/04/2018	Breakfast in Hoffman Estates, IL	\$12.41
Collins, Bryan	12/04/2018	Dinner in Hoffman Estates, IL	\$9.19
Fielding, Stephen	12/04/2018	Breakfast at Newark airport	\$5.98
Fielding, Stephen	12/04/2018	Lunch in Chicago, IL	\$24.86
Fielding, Stephen	12/04/2018	Dinner in Chicago, IL	\$37.88
Tzavelis, Elias	12/04/2018	Lunch in Chicago, IL - 2 attendees (Mike Butler, Elias Tzavelis)	\$55.24
Browning, Maria	12/05/2018	Breakfast in Hoffman Estates, IL	\$5.48
Butler, Mike	12/05/2018	Lunch in Chicago, IL	\$34.25
Chatten, Colin	12/05/2018	Dinner in Hoffman Estates, IL	\$25.86
Fielding, Stephen	12/05/2018	Dinner in Hoffman Estates, IL	\$24.67
Fielding, Stephen	12/05/2018	Breakfast in Hoffman Estates, IL	\$8.70
Fielding, Stephen	12/05/2018	Lunch in Hoffman Estates, IL	\$23.52
Butler, Mike	12/06/2018	Breakfast in Hoffman Estates, IL	\$8.14
Collins, Bryan	12/07/2018	Breakfast in Hoffman Estates, IL	\$4.36
Allegretti, Joe	12/09/2018	Lunch in Chicago, IL	\$32.00
Allegretti, Joe	12/09/2018	Dinner in New York, NY	\$50.00
Allegretti, Joe	12/09/2018	Breakfast in Chicago, IL	\$9.89
Butler, Mike	12/09/2018	Breakfast in New York, NY	\$39.52
Butler, Mike	12/09/2018	Dinner in New York, NY	\$44.65

Sears Holdings Corporation

Deloitte Tax LLP

Expenses Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Category	Date	Description	Amount
<i>Meals</i>			
Allegretti, Joe	12/10/2018	Lunch in New York, NY	\$13.25
Butler, Mike	12/10/2018	Dinner in New York, NY - 2 attendees (Joe Allegretti, Mike Butler)	\$100.00
Butler, Mike	12/10/2018	Lunch in New York, NY	\$13.77
Butler, Mike	12/10/2018	Breakfast in New York, NY	\$7.95
Allegretti, Joe	12/11/2018	Breakfast in New York, NY	\$21.80
Allegretti, Joe	12/11/2018	Lunch in New York, NY	\$15.79
Allegretti, Joe	12/11/2018	Dinner in New York, NY	\$15.99
Butler, Mike	12/11/2018	Lunch in New York, NY	\$21.27
Butler, Mike	12/11/2018	Breakfast in New York, NY	\$14.48
Butler, Mike	12/11/2018	Dinner in New York, NY	\$50.00
Collins, Bryan	12/13/2018	Breakfast in Hoffman Estates, IL	\$4.36
Collins, Bryan	12/13/2018	Dinner in Hoffman Estates, IL	\$50.00
Tzavelis, Elias	12/20/2018	Lunch in New York, NY - 2 attendees (Fred Carchman, Elias Tzavelis)	\$47.03
Subtotal for Meals:			<hr/> \$1,312.90

Transportation

Browning, Maria	12/02/2018	Taxi from home to LGA airport	\$61.33
Chatten, Colin	12/02/2018	Taxi from Hoboken, NJ to EWR airport	\$31.83
Collins, Bryan	12/02/2018	Taxi from O'Hare airport to Hoffman Estates, IL	\$42.14
Tzavelis, Elias	12/02/2018	Taxi from O'Hare airport to Hoffman Estates, IL	\$5.13
Tzavelis, Elias	12/02/2018	Taxi from home to LGA airport	\$45.60
Allegretti, Joe	12/03/2018	Taxi from Chicago, IL to Hoffman Estates, IL	\$103.94
Baily, Brianna	12/03/2018	Taxi from O'Hare airport to Hoffman Estates, IL	\$106.10
Browning, Maria	12/03/2018	Taxi from O'Hare airport to Hoffman Estates, IL	\$71.02
Chatten, Colin	12/03/2018	Taxi from ORD airport to client site	\$62.85
Fielding, Stephen	12/03/2018	Taxi from O'Hare airport to Hoffman Estates, IL	\$107.96
Forrest, Jonathan	12/03/2018	Taxi from O'Hare airport to Hoffman Estates, IL	\$120.00

Sears Holdings Corporation

Deloitte Tax LLP

Expenses Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Category	Date	Description	Amount
<i>Transportation</i>			
Forrest, Jonathan	12/03/2018	Taxi from Bethesda, MD to Reagan airport	\$59.36
Tzavelis, Elias	12/03/2018	Taxi from hotel to Hoffman Estates, IL	\$17.08
Allegretti, Joe	12/04/2018	Taxi from Hoffman Estates, IL to Chicago, IL	\$103.47
Fielding, Stephen	12/04/2018	Taxi from client site to Hoffman Estates, IL	\$15.08
Forrest, Jonathan	12/04/2018	Taxi from Hoffman Estates, IL to O'Hare airport	\$56.58
Forrest, Jonathan	12/04/2018	Taxi from Reagan airport to Bethesda, MD	\$46.96
Tzavelis, Elias	12/04/2018	Taxi from client site to O'Hare airport	\$56.66
Tzavelis, Elias	12/04/2018	Taxi from Hoffman Estates, IL to client site	\$65.18
Allegretti, Joe	12/05/2018	Taxi from North Hoffman Estates, IL to Hoffman Estates, IL	\$9.00
Browning, Maria	12/05/2018	Taxi from LGA airport to home	\$33.00
Chatten, Colin	12/05/2018	Taxi from EWR airport to Hoboken, NJ	\$35.12
Collins, Bryan	12/05/2018	Taxi from Dulles airport to home	\$74.12
Fielding, Stephen	12/05/2018	Taxi from Hoffman Estates, IL to Chicago, IL	\$199.50
Fielding, Stephen	12/06/2018	Taxi from Hoffman Estates, IL to O'Hare airport	\$91.48
Fielding, Stephen	12/06/2018	Taxi from Newark airport to home	\$72.96
Fielding, Stephen	12/06/2018	Taxi from home to Newark airport	\$90.23
Butler, Mike	12/08/2018	Taxi from home to Hoffman Estates, IL	\$42.66
Butler, Mike	12/08/2018	Taxi from home to Hoffman Estates, IL	\$30.44
Allegretti, Joe	12/09/2018	Taxi from home to O'Hare airport	\$35.36
Allegretti, Joe	12/09/2018	Taxi from LGA airport to Hoffman Estates, IL	\$51.43
Allegretti, Joe	12/10/2018	Taxi from hotel to Deloitte New York office	\$8.50
Allegretti, Joe	12/11/2018	Taxi from O'Hare airport to home	\$74.10
Allegretti, Joe	12/11/2018	Taxi from North Hoffman Estates, IL to Hoffman Estates, IL	\$7.85
Allegretti, Joe	12/11/2018	Taxi from hotel to Deloitte New York office	\$12.25
Allegretti, Joe	12/11/2018	Taxi from New York Deloitte office to LaGuardia airport	\$48.20
Fielding, Stephen	12/11/2018	Taxi from Deloitte New York office to home	\$65.00
Collins, Bryan	12/13/2018	Taxi from O'Hare airport to Hoffman Estates, IL	\$65.59

Sears Holdings Corporation

Deloitte Tax LLP

Expenses Sorted by Category for the Fee Period

December 01, 2018 - December 31, 2018

Category	Date	Description	Amount
<i>Transportation</i>			
Collins, Bryan	12/15/2018	Taxi from home to Dulles airport	\$74.12
Tzavelis, Elias	12/16/2018	Taxi from home to LGA airport	\$144.00
Tzavelis, Elias	12/16/2018	Taxi from LGA airport to home	\$144.00
Subtotal for Transportation:			\$2,587.18
Total			\$10,156.37

Recapitulation

Category	Amount
Hotel	\$3,549.97
Airfare	\$2,662.34
Transportation	\$2,587.18
Meals	\$1,312.90
Internet Access While Traveling	\$43.98